

William J. Perlstein
 WILMER CUTLER PICKERING HALE AND DORR LLP
 1875 Pennsylvania Avenue NW
 Washington, DC 20006
 Tel: (202) 663-6000
 Fax: (202) 663-6363

*Special Counsel for the
 Official Committee of Unsecured Creditors of
 Residential Capital, LLC, et al.*

-----	X
	:
In re:	: Chapter 11
	:
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
-----	X

**CONSOLIDATED SUMMARY SHEET FOR FIRST INTERIM FEE APPLICATION OF
 WILMER CUTLER PICKERING HALE AND DORR LLP, AS SPECIAL COUNSEL
 FOR CERTAIN REGULATORY MATTERS TO THE OFFICIAL COMMITTEE
 OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL.
 FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR THE REIMBURSEMENT
 OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD
FROM DECEMBER 12, 2012 THROUGH APRIL 30, 2013**

Name of Applicant:	<u>Wilmer Cutler Pickering Hale and Dorr LLP</u>
Authorized to Provide Professional Services to:	<u>Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors</u>
Date of Retention:	<u>January 25, 2013 (<i>nunc pro tunc</i> to Dec. 12, 2012)</u>
First Interim Fee Application - Period for which compensation and reimbursement is sought:	<u>December 12, 2012 through April 30, 2013</u>
First Interim Fee Application - Amount of Compensation sought as actual, reasonable and necessary:	<u>\$504,670.50¹</u>
First Interim Fee Application - Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$2,231.33</u>
TOTAL Amount of Compensation and Expenses sought as actual, reasonable and necessary:	<u>\$506,901.83</u>
TOTAL Amount Paid to WilmerHale As of Date of Filing First Interim Fee Application:	<u>\$405,967.73</u>
TOTAL Unpaid Balance Sought Herein. (The Total Unpaid Balance is calculated as of July 22, 2013, and	<u>\$100,934.10</u>

¹ This amount reflects a voluntary reduction in fees of \$46,169.50.

includes the 20% prior monthly holdback on account of
WilmerHale's first four monthly fee statements.

This is an: X interim ___ final application.

COMPENSATION BY PROFESSIONAL PERSON

**WILMER CUTLER PICKERING HALE AND DORR LLP
(DECEMBER 12, 2012 – DECEMBER 31, 2012)**

<u>Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u>	<u>2012 Rate</u>	<u>Amount</u>
Perlstein, William	Transactional	1974	Partner	7.90	\$1,050.00	\$8,295.00
Harris Gutierrez, Franca	Regulatory	1995	Partner	2.70	800.00	2,160.00
Ewart, Lisa	Transactional	2006	Counsel	32.30	750.00	24,225.00
Blayney, Michael	Regulatory	1997	Counsel	1.50	700.00	1,050.00
Newell, Jeremy	Regulatory	2006	Counsel	0.70	675.00	472.50
Hume, Lauren	Transactional	2013	Associate	20.40	435.00	8,874.00
Thompson, Yolande	Transactional	N/A	Paralegal	7.70	335.00	2,579.50
Luongo, Louise A.	Transactional	N/A	Paralegal	18.80	325.00	6,110.00
Total Legal Services				92.00		\$53,766.00

Blended Hourly Rate for Professionals: \$688.19

Blended Hourly Rate for Professionals and Paraprofessionals: \$584.41

COMPENSATION BY PROFESSIONAL PERSON²

**WILMER CUTLER PICKERING HALE AND DORR LLP
(JANUARY 1, 2013 – APRIL 30, 2013)**

<u>Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u>	<u>2013 Rate</u>	<u>Amount</u>
Perlstein, William	Transactional	1974	Partner	169.6	\$1,115.00	\$189,104.00
Harris Gutierrez, Franca	Regulatory	1995	Partner	54.0	875.00	47,250.00
Mogilnicki, Eric	Regulatory	1986	Partner	4.3	800.00	3,440.00

² On January 1, 2013, WilmerHale adjusted the rates charged to clients for work performed by certain professionals and paraprofessionals in amounts commensurate with these professionals' and paraprofessionals' enhanced skills and experience. The Bankruptcy Court's January 25, 2013 Order approved WilmerHale's 2013 rates. Nonetheless, we used the 2012 rates for work performed in 2012 and the approved 2013 rates for work performed in 2013. Separate charts are provided here for 2012 and 2013, setting forth WilmerHale's professional compensation incurred during each year as Special Counsel for Certain Regulatory Matters to the Official Committee of Unsecured Creditors.

<u>Name</u>	<u>Department</u>	<u>Year Admitted to the Bar</u>	<u>Title</u>	<u>Hours</u>	<u>2013 Rate</u>	<u>Amount</u>
Gorelick, Jamie	Litigation/ Controversy	1975	Partner	1.3	1,200.00	1,560.00
Stickland, Thomas	Litigation/ Controversy	1979	Partner	3.0	1,040.00	3,120.00
Ewart, Lisa	Transactional	2006	Counsel	62.1	805.00	49,990.50
Blayney, Michael	Regulatory	1997	Counsel	79.1	735.00	58,138.50
Newell, Jeremy	Regulatory	2006	Counsel	54.4	720.00	39,168.00
Casto, Daniel	Regulatory	2010	Sr. Associate	3.8	605.00	2,299.00
McKernan, Jonathan	Regulatory	2008	Sr. Associate	7.4	685.00	5,069.00
Golden, Andrew	Regulatory	2010	Associate	2.0	550.00	1,100.0
Hume, Lauren	Transactional	2013	Associate	80.1	455.00	36,445.50
Altman, Jordana	Securities Litigation	2008	Staff Attorney	8.1	395.00	3,199.50
Zoz, Edgar	Regulatory	N/A	Legislative Specialist	10.8	345.00	3,726.00
Llewellyn, Teresa	Research	N/A	Research/ Library	1.5	375.00	562.50
Luongo, Louise A.	Transactional	N/A	Paralegal	19.8	340.00	6,732.00
Total Legal Services				561.3		\$450,904.50

Blended Hourly Rate for Professionals: \$831.22

Blended Hourly Rate for Professionals and Paraprofessionals: \$803.32

Prior Monthly Fee Statements:

Time Period	Fees	Expenses	Fees Paid (80%)	Expenses Paid (100%)
12/12/12 – 1/31/13	\$231,050.50	\$897.00	\$184,840.40	\$897.00
2/1/13 – 2/28/13	\$106,441.00	\$376.05	\$85,152.80	\$376.05
3/1/13 – 3/31/13	\$97,461.50	\$928.69	\$77,969.20	\$928.69
4/1/13 – 4/30/13	\$69,717.50	\$29.59	\$55,774.00	\$29.59
TOTAL:	\$504,670.50	\$2,231.33	\$403,736.40	\$2,231.33

William J. Perlstein
WILMER CUTLER PICKERING HALE AND DORR LLP
1875 Pennsylvania Avenue NW
Washington, DC 20006
Tel: (202) 663-6000
Fax: (202) 663-6363

*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

-----	X
	:
In re:	: Chapter 11
	:
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
-----	X

**FIRST INTERIM FEE APPLICATION OF WILMER CUTLER PICKERING HALE
AND DORR LLP, AS SPECIAL COUNSEL FOR CERTAIN REGULATORY MATTERS
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF RESIDENTIAL
CAPITAL, LLC, ET AL. FOR INTERIM ALLOWANCE OF COMPENSATION AND
FOR THE REIMBURSEMENT
OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD
FROM DECEMBER 12, 2012 THROUGH APRIL 30, 2013**

Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”), special counsel for certain regulatory matters to the Official Committee of Unsecured Creditors (the “Committee”) of Residential Capital, LLC, *et al.* and certain of its subsidiaries and affiliates (collectively, the “Debtors”), hereby submits this first interim fee application (the “Application”) for the period from December 12, 2012 through April 30, 2013 (the “First Application Period”) pursuant to 11 U.S.C. §§ 330 and 331 for interim allowance of compensation for professional services rendered and for reimbursement of expenses incurred in connection therewith and respectfully represents:

I. INTRODUCTION

1. This Application is submitted pursuant to the terms of 11 U.S.C. §§ 330 and 331, the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] (the “Interim Compensation Order”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on January 29, 2013, together with the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Guidelines”), and applicable requirements established by the Office of the United States Trustee (as amended, the “UST Guidelines”), seeking an interim payment on account of **\$506,901.83** in fees and expenses, as more fully described herein.

2. Pursuant to the Interim Compensation Order, WilmerHale seeks the interim award and payment of **\$504,670.50** in fees and **\$2,231.33** for reimbursement of its expenses relating to services rendered on behalf of the Committee during the First Application Period (collectively, the “Application Amount”).¹ The Application Amount includes **\$100,934.10** (the “Holdback”), which represents 20% of the fees requested by WilmerHale that have been “held back” by the Debtors on account of the first four monthly fee statements in accordance with the Interim Compensation Order pending interim approval of this Application.

II. JURISDICTION AND VENUE

3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of chapter 11 of title 11 of the United States Code (the

¹ WilmerHale already has received \$403,736.40 of the fees and \$2,231.33 of the expenses sought herein pursuant to its submission of, and the Debtors’ payment on, WilmerHale’s first four monthly fee statements.

“Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures, Local Bankruptcy Rule 2016-1 and the UST Guidelines.

III. BACKGROUND

4. On May 14, 2012 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On the Petition Date, the Debtors also jointly filed motions or applications seeking certain “first day” orders, including an order to have these cases jointly administered.

5. On May 16, 2012, the Office of the United States Trustee appointed the Committee [Docket No. 102], which consists of the following nine members: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennen; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Company. At a meeting of the Committee held on May 16, 2012, the Committee voted to retain Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) as its bankruptcy counsel.

6. By Order dated November 16, 2012, the Court approved the Committee’s retention of Kramer Levin as its bankruptcy counsel *nunc pro tunc* to May 16, 2012 [Docket No. 777].

Retention of WilmerHale

7. At a meeting of the Committee held on December 12, 2012, the Committee voted to retain WilmerHale as its special counsel for certain regulatory matters.

8. On January 7, 2013, the Committee filed its Notice of Presentment of Application of the Official Committee of Unsecured Creditors for Order Authorizing and Approving the Retention of Wilmer Cutler Pickering Hale and Dorr LLP as Special Counsel for Certain

Regulatory Matters to the Official Committee of Unsecured Creditors Effective as of December 12, 2012 [Docket No. 2571].

9. On January 25, 2013, the Court approved WilmerHale's retention as special counsel *nunc pro tunc* to December 12, 2012 (the "Retention Order") [Docket No. 2716].

Pursuant to the Retention Order, WilmerHale is authorized to be compensated on an hourly basis for professional services rendered to the Committee and reimbursed for actual and necessary expenses incurred by WilmerHale in connection therewith.

10. Since December 12, 2012, WilmerHale has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to such issues on an expedited basis in furtherance of the Committee's needs have required the expenditure of substantial time by WilmerHale personnel from several legal disciplines, on an as-needed basis. WilmerHale respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

Payments to WilmerHale

11. During the First Application Period, other than pursuant to the Interim Compensation Order, WilmerHale has received no payment and no promises for payment from any source for services rendered in connection with these chapter 11 cases. There is no agreement or understanding between WilmerHale and any other person (other than with members of WilmerHale) for the sharing of compensation to be received for the services rendered in these chapter 11 cases.

12. Pursuant to the Interim Compensation Order, during the First Application Period, WilmerHale sent to the Debtors and the appropriate notice parties its: (i) First Monthly Fee Statement, dated March 5, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period December 12, 2012 through January 31, 2013 in the amounts of \$231,050.50 for fees and \$897.00 for expenses; (ii) Second Monthly Fee Statement, dated April 4, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period February 1, 2013 through February 28, 2013 in the amounts of \$106,441.00 for fees and \$376.05 for expenses; (iii) the Third Monthly Fee Statement, dated May 1, 2013, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period March 1, 2013 through March 31, 2013 in the amounts of \$97,461.50 for fees and \$928.69 for expenses; and (iv) the Fourth Monthly Fee Statement, dated May 29, 2013 for Compensation and for Reimbursement of Expenses for Services Rendered during the Period April 1, 2013 through April 30, 2013 in the amounts of \$69,717.50 for fees and \$29.59 for expenses.

13. Pursuant to the Interim Compensation Order, as of the date of this Application, WilmerHale has received payment of 80% of the fees requested and 100% of the expenses requested, respectively, with respect to the first four monthly fee statements. WilmerHale requests that 100% of its requested fees and 100% of the expenses, including the Holdback amount, be approved and paid in full.

14. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the First Application Period, but were not processed before the preparation of this Application, WilmerHale reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

Compliance with Guidelines

15. Pursuant to the Local Guidelines, a certification regarding compliance with the same is annexed hereto as Exhibit A.

16. WilmerHale maintains computerized records of the time spent by all WilmerHale attorneys and paraprofessionals in connection with the Debtors' chapter 11 cases. Pursuant to the UST Guidelines, cover sheets are appended hereto, containing (i) the total compensation and expenses requested and any amounts previously requested (there has been no compensation or expenses previously awarded by the Court, although approval for the first four monthly fee statements is pending); (ii) the name and applicable billing rate for each person who billed time during the First Application Period, and the date of bar admission for each attorney; (iii) the total number of hours billed and total amount of billing for each person who billed time during the First Application Period; and (iv) the computation of the blended hourly rate for persons who billed time during the First Application Period, excluding paralegal or paraprofessional time. Additionally, annexed hereto as Exhibit B is a summary of the expenses incurred by WilmerHale during the First Application Period, and annexed hereto as Exhibit C is a summary of the number of hours and amounts billed by WilmerHale during the First Application Period, organized by project category representing **621.20** hours of professional services and **32.10** hours of paraprofessional services.

17. In accordance with the UST Guidelines, WilmerHale makes the following representations²:

(a) The Committee has been given an opportunity to review this Application and has approved the amount requested herein.

² The information discussed in UST Guidelines § II(B)(3) is located in the Monthly Operating Report for the Period April 1, 2013 Through April 30, 2013, filed by the Debtors on May 31, 2013 [Docket No. 3855].

(b) On July 4, 2013, the Debtors and the Committee submitted the Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors (“Disclosure Statement”). [Dkt. No. 4157]. The Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors (“Plan”) is an exhibit to the Disclosure Statement.

(c) To the best of WilmerHale’s knowledge, all quarterly fees have been paid to the United States Trustee and all monthly operating reports have been filed.

IV. SUMMARY OF SERVICES RENDERED

18. The following summary of services rendered during the First Application Period is not intended to be a detailed description of the work performed. Rather, it is merely an attempt to highlight certain of those areas in which services were rendered to the Committee. A more detailed description of the services performed during the First Application Period can be found in WilmerHale’s first four monthly fee statements, which were previously sent to the notice parties.³

(i) Meetings of and Communications with Creditors (B150)

Total Hours: 95.5

Total Fees: \$100,885.00

- WilmerHale apprised the Committee of all material developments during the First Application Period through detailed memoranda and, as appropriate, conference calls or in-person meetings with all or a portion of the Committee.
- WilmerHale participated in meetings and telephone conferences with the Committee covering an array of issues arising in the chapter 11 cases, including potential claims by various entities, the independent foreclosure review process, and regulatory issues relating to the Federal Reserve Board, the Office of the Comptroller of the Currency, and the United States Treasury.

³ The previously served monthly fee statements are attached hereto as Exhibits D-G. Parties in interest required to be served with monthly fee statements pursuant to the Interim Compensation Order have previously been served with such records. Copies of these records will be made available to other parties in interest upon request.

(ii) Fee/Employment Applications (B160)

Total Hours: 129.40

Total Fees: \$69,560.50

- In connection with its retention as special counsel to the Committee, WilmerHale performed an extensive review to ensure WilmerHale's disinterestedness and prepared an affidavit disclosing all potential connections.
- WilmerHale reviewed the Interim Compensation Order and prepared and filed four monthly fee statements in accordance with such Order.

(iii) Court Hearings (C100)

Total Hours: 7.3

Total Fees: \$6,489.50

- WilmerHale attended court hearings to be available to answer any questions the Court may have had in connection with its retention.
- WilmerHale attended court hearings in connection with the Debtors' motion to classify the Federal Reserve Board's claim relating to the independent foreclosure review.

(iv) Meetings with Governmental and Regulatory Entities (D100)

Total Hours: 5.9

Total Fees: \$5,138.50

- WilmerHale had teleconferences and email communications with representatives of governmental and regulatory entities in connection with restructuring the independent foreclosure review, negotiating the Federal Reserve Board's claim, and a request to disclose confidential supervisory information in connection with the Committee's examination of the Debtors' affairs.

(v) Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel (D101)

Total Hours: 415.20

Total Fees: \$322,597.00

- WilmerHale researched, drafted memoranda, and discussed internally and with Kramer Levin issues relating to the settlement of the Federal Reserve Board's claim, including, among other issues, classification of any such claim and banking agency power.
- WilmerHale assisted Kramer Levin in researching and addressing issues concerning materials potentially subject to the bank examination privilege.
- WilmerHale reviewed materials evaluating the independent foreclosure review project and the Federal Reserve Board's settlements outside of that process.

- WilmerHale reviewed, revised and discussed with Kramer Levin the Committee's responses to the Debtors' motion to classify the Federal Reserve Board's claims.
- WilmerHale reviewed and discussed internally and with Kramer Levin Senate hearings regarding the independent foreclosure review process and procedures.

V. ALLOWANCE OF COMPENSATION

19. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Interim Compensation Order.

20. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person "reasonable compensation for actual, necessary services rendered" Section 330(a)(3)(A) provides that

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

21. The total time spent by WilmerHale attorneys and paraprofessionals during the First Application Period was **653.30** hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task. As shown by this Application and supporting documents, WilmerHale spent its time economically and without unnecessary duplication of time.

22. The fees charged by WilmerHale in these cases are billed in accordance with its agreed-upon billing rates and procedures in effect during the First Application Period.

23. The professional services rendered by WilmerHale required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch. The professional services have, therefore, required WilmerHale to expend substantial time and effort. It is respectfully submitted that the services rendered to the Committee were necessary and beneficial to the administration of the chapter 11 cases, and were performed efficiently, effectively and economically. The results obtained to date have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

24. Most of the services performed by partners, counsel and associates at WilmerHale were rendered by WilmerHale's bankruptcy and financial restructuring group. WilmerHale has a prominent practice in this area and has represented various debtors and creditors committees. Due to the facts and circumstances of the Debtors' chapter 11 cases, attorneys from WilmerHale's regulatory and government affairs and litigation practice groups have also been

involved with WilmerHale's representation of the Committee. WilmerHale brings to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors, the Committee and all stakeholders.

25. WilmerHale charges for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to sections 328(a), 1103(a) and 330 of the Bankruptcy Code. The hourly rates are subject to periodic adjustments in order to reflect economic and other conditions. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

26. Pursuant to the Interim Compensation Order, WilmerHale's monthly fees are subject to a 20% "holdback." However, WilmerHale respectfully requests that the Court not "hold back" any portion of the fees awarded. The amount of WilmerHale's Holdback for the four monthly fee statements filed during the First Application Period ending April 30, 2013 is **\$100,934.10**⁴ WilmerHale requests that all of its fees and expenses, including the Holdback amount, be approved for payment, and suggests that there is no need for a continuing holdback of fees sought for the First Application Period.

27. WilmerHale incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Committee in the amount of **\$2,231.33** for which WilmerHale respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with WilmerHale's normal practice of charging clients for expenses clearly related to and required by particular matters. WilmerHale has endeavored to minimize these expenses to the fullest extent possible.

⁴ This amount represents 20% of the fees requested by WilmerHale that have been "held back" by the Debtors on account of the first four monthly fee statements in accordance with the Interim Compensation Order pending interim approval of this Application.

28. For the purpose of setting billing rates, WilmerHale does not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, “working meals,” secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Instead, to the extent such expenses are incurred, WilmerHale itemizes the related charges. WilmerHale believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, WilmerHale charges \$0.10 per page for internal duplicating. Additionally, because of the location of certain of the members of the Committee in relation to WilmerHale’s offices, frequent teleconferences were required. On several occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. In addition, all travel expenses incurred by WilmerHale were booked at standard economy fares. WilmerHale has made every effort to minimize its expenses in these cases. The actual expenses incurred in providing professional services to the Committee were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Committee.

29. In summary, the services rendered by WilmerHale were necessary and beneficial to the Debtors and their estates, and were consistently performed in a timely manner commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, WilmerHale respectfully submits that approval of the compensation and expense reimbursement sought herein is warranted.

30. No prior application has been made in this Court or in any other court for the relief requested herein for the First Application Period.

WHEREFORE, WilmerHale respectfully requests that this Court enter an order:

(a) approving the allowance of **\$504,670.50** for compensation for professional services rendered to the Committee during the period from December 12, 2012 through and including April 30, 2013;

(b) approving the reimbursement of WilmerHale's out-of-pocket expenses incurred in connection with the rendering of such services during the period December 12, 2012 through and including April 30, 2013 in the amount of **\$2,231.33**;

(c) authorizing and directing the Debtors to pay the fees and expenses awarded, including but not limited to the Holdback; and

(d) granting to WilmerHale such other and further relief as this Court may deem just and proper.

Dated: Washington, DC
August 7, 2013

**WILMER CUTLER PICKERING
HALE AND DORR LLP**

/s/ William J. Perlstein
William J. Perlstein
1875 Pennsylvania Avenue NW
Washington, DC 20006
Tel: (202) 663-6000
Fax: (202) 663-6363

*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

EXHIBIT A

Certification

William J. Perlstein
WILMER CUTLER PICKERING HALE AND DORR LLP
1875 Pennsylvania Avenue NW
Washington, DC 20006
Tel: (202) 663-6000
Fax: (202) 663-6363

*Special Counsel for the
Official Committee of Unsecured Creditors of
Residential Capital, LLC, et al.*

-----	X
	:
In re:	: Chapter 11
	:
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
-----	X

**CERTIFICATION IN RESPECT OF FIRST INTERIM APPLICATION OF
WILMER CUTLER PICKERING HALE AND DORR LLP, AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
RESIDENTIAL CAPITAL, LLC, ET AL.
FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR
THE REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED
DURING THE PERIOD FROM DECEMBER 12, 2012 THROUGH APRIL 30, 2013**

I, William J. Perlstein, hereby certify that:

1. I am a partner with the applicant firm, Wilmer Cutler Pickering Hale and Dorr LLP (“WilmerHale”), with responsibility for WilmerHale’s representation as special counsel for certain regulatory matters to the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 cases of Residential Capital, LLC, *et al.* (the “Debtors”).

I submit this certification (“Certification”) pursuant to the terms of 11 U.S.C. §§ 330 and 331, the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 797] (the “Interim Compensation Order”), the Amended Guidelines for Fees and Disbursements for Professionals in the Southern

District of New York Bankruptcy Cases adopted by the Court on January 29, 2013, together with the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Guidelines”), and applicable requirements established by the Office of the United States Trustee (as amended, the “UST Guidelines”).

2. This Certification relates to WilmerHale’s interim application, dated August 7, 2013 (the “Application”), for compensation and reimbursement of expenses for the period commencing December 12, 2012 through and including April 30, 2013 in accordance with the Local Guidelines.
3. With respect to section B.1 of the Local Guidelines, I certify that:
 - a. I have read the Application;
 - b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines and UST Guidelines;
 - c. except to the extent that fees or disbursements are prohibited by the Local Guidelines or the UST Guidelines, the fees and expense reimbursements sought are billed at rates customarily employed by WilmerHale in bankruptcy matters of this type and generally accepted by WilmerHale’s clients in such matters; and
 - d. in providing a reimbursable service, WilmerHale does not make a profit on that service, whether the service is performed by WilmerHale in-house or through a third party.
4. With respect to section B.2 of the Local Guidelines, I certify that, in accordance with the terms of the Interim Compensation Order, WilmerHale has complied with the provision

requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of WilmerHale's fees and disbursements accrued during the previous month.

5. With respect to section B.3 of the Local Guidelines, I certify that counsel for the Debtors, the United States Trustee and the chairs of the Committee are each being provided with a copy of this Application at least 14 days before the hearing date set by the Court or any applicable rules for filing fee applications.

Dated: August 7, 2013
Washington, DC

/s/ William J. Perlstein
William J. Perlstein
WILMER CUTLER PICKERING
HALE and DORR LLP
1875 Pennsylvania Avenue NW
Washington, DC 20006
Tel: (202) 663-6000
Fax: (202) 663-6363

EXHIBIT B

Application - Expenses

EXPENSES

WILMER CUTLER PICKERING HALE AND DORR LLP
(DECEMBER 12, 2012 – APRIL 30, 2013)

Description	Total
COURIER SERVICES	\$19.62
FEDERAL EXPRESS	41.49
PHOTOCOPY (COLOR)	0.70
PHOTOCOPY	4.30
COMPUTERIZED RESEARCH	1,639.27
TRAVEL	375.95
TRANSCRIPT	150.00
Total Expenses:	\$2,231.33

EXHIBIT C

Application – Summary by Project Category

SUMMARY BY PROJECT CATEGORY

WILMER CUTLER PICKERING HALE AND DORR LLP
(DECEMBER 12, 2012 – APRIL 30, 2013)

Task	Description	Hours	Value
B150	Meetings of and Communications with Creditors	95.50	\$100,885.00
B160	Fee/Employment Applications	129.40	69,560.50
C100	Court Hearings	7.30	6,489.50
D100	Meetings with Governmental and Regulatory Entities	5.90	5,138.50
D101	Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel	415.20	322,597.00
Total Legal Services:		653.30	\$504,670.50

EXHIBIT D

First Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	3/1/13
Invoice No.	2218702
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through January 31, 2013 in connection
with the Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 231,050.50
Total Disbursements	<u>897.00</u>
Total Amount Due	<u>\$ 231,947.50</u>

PAYABLE WITHIN 15 DAYS

Please remit payment with remittance copy to the above address only or by wire to:

CITIBANK, NA
FBO WILMER CUTLER PICKERING HALE AND DORR LLP, ACCT NO. 37400789, SWIFT NO. CITIUS33, ABA ROUTING NO.
254070116

Please send all correspondence to: 1875 Pennsylvania Avenue, NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Wilmer Cutler Pickering Hale and Dorr LLP is a Delaware limited liability partnership. Our United Kingdom offices are operated under a separate Delaware limited liability partnership.

Date	Timekeeper	Hours	Value	Description
<u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u>				
12/19/12	Perlstein, William	3.50	3,675.00	PREPARE FOR AND ATTEND CREDITORS COMMITTEE MEETING REGARDING POTENTIAL CLAIMS
12/21/12	Perlstein, William	0.50	525.00	TELECONFERENCE WITH KRAMER LEVIN REGARDING OCC ISSUES
12/21/12	Perlstein, William	0.40	420.00	TELECONFERENCE WITH COMMITTEE CHAIR, MR. DUBEL, MR. MANNAL REGARDING FEDERAL RESERVE, OCC IFR ISSUES
01/03/13	Harris Gutierrez, Franca	0.30	262.50	PARTIAL TELECONFERENCE WITH CREDITORS COMMITTEE REGARDING FORECLOSURE PROJECT
01/03/13	Newell, Jeremy	0.50	360.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ, MR. PERLSTEIN AND CREDITORS COMMITTEE REGARDING FORECLOSURE
01/03/13	Perlstein, William	0.50	557.50	TELECONFERENCE WITH CREDITORS COMMITTEE REGARDING FEDERAL RESERVE ISSUES
01/08/13	Harris Gutierrez, Franca	1.00	875.00	TELECONFERENCE WITH CREDITORS COMMITTEE REGARDING CASE STATUS
01/08/13	Perlstein, William	1.00	1,115.00	TELECONFERENCE WITH CREDITORS COMMITTEE CONFERENCE CALL REGARDING CASE STATUS
01/09/13	Perlstein, William	7.30	8,139.50	ATTEND COMMITTEE COUNSEL MEETING AT KIRKLAND REGARDING CREDITORS COMMITTEE PRESENTATION TO ALLY (2.8); ATTEND FULL CREDITORS COMMITTEE MEETING AT KRAMER LEVIN (4.5)
01/15/13	Harris Gutierrez, Franca	0.90	787.50	PARTIAL ATTENDANCE AT TELECONFERENCE WITH CREDITORS COMMITTEE
01/15/13	Perlstein, William	4.20	4,683.00	PREPARE FOR (.2) AND ATTEND CREDITORS COMMITTEE MEETING (4.0)
01/22/13	Harris Gutierrez, Franca	1.70	1,487.50	TELECONFERENCE WITH CREDITORS COMMITTEE AND MR. PERLSTEIN
01/22/13	Perlstein, William	2.00	2,230.00	PREPARE FOR (.3) AND ATTEND CREDITORS COMMITTEE TELECONFERENCE REGARDING UPDATE, INCLUDING FED ORDER (1.7)
01/22/13	Perlstein, William	3.30	3,679.50	ATTEND CREDITORS COMMITTEE MEETING AT KIRKLAND REGARDING LITIGATION ISSUES
01/24/13	Harris Gutierrez, Franca	1.50	1,312.50	PARTIAL ATTENDANCE AT TELECONFERENCE WITH CREDITORS COMMITTEE
01/24/13	Perlstein, William	4.30	4,794.50	CONFERENCE WITH MS. GUTIERREZ

Date	Timekeeper	Hours	Value	Description
				REGARDING TREASURY STRATEGY IN ADVANCE OF CREDITORS COMMITTEE CALL (.4); TELECONFERENCE WITH CREDITOR'S COMMITTEE (3.9)
01/30/13	Perlstein, William	1.20	1,338.00	PREPARE FOR (.5); AND ATTEND COMMITTEE CHAIR TELECONFERENCE (.7)
01/31/13	Blayney, Michael	1.60	1,176.00	PARTICIPATION IN CONFERENCE CALL WITH KRAMER LEVIN, ET AL REGARDING STATUS OF OPEN ISSUES
01/31/13	Harris Gutierrez, Franca	2.00	1,750.00	PARTICIPATE IN CREDITORS COMMITTEE TELECONFERENCE WITH DEBTOR REGARDING FEDERAL RESERVE IFR SETTLEMENT PROPOSAL (.4); PARTICIPATION IN TELECONFERENCE WITH THE COMMITTEE REGARDING SAME (1.6)
01/31/13	Perlstein, William	2.00	2,230.00	ATTEND FULL COMMITTEE CONFERENCE CALL MEETING
		39.70	41,398.00	

B160 - FEE/EMPLOYMENT APPLICATIONS

12/13/12	Ewart, Lisa	2.90	2,175.00	REVIEW DRAFT DISCLOSURE AFFIDAVIT AND OTHER APPLICATIONS AND DISCLOSURES FILED IN RESCAP BANKRUPTCY FOR PURPOSES OF REVISING DISCLOSURE AFFIDAVIT (2.4); COMMUNICATE WITH ASSOCIATES TO DETERMINE PROCESS FOR CONFLICTS REVIEW AND STEPS NECESSARY TO UPDATE DISCLOSURE AFFIDAVIT (.5)
12/14/12	Ewart, Lisa	6.10	4,575.00	REVISE DRAFT DISCLOSURE AFFIDAVIT (3.7); CIRCULATE TO TEAM WITH INFORMATION ABOUT CONFLICTS PROCESS AND NEXT STEPS (.5); COMMUNICATE WITH TEAM MEMBERS REGARDING CONFLICTS PROCESS (1.1); DRAFT SHORT STATEMENT OF REPRESENTATION TO SEND TO COMMITTEE'S LAWYERS FOR REVIEW (.8)
12/17/12	Ewart, Lisa	5.50	4,125.00	REVIEW REPORTS FROM CONFLICTS TO IDENTIFY POTENTIAL PARTIES IN INTEREST AND POTENTIAL RELEVANT MATTERS FROM UPDATED NEW BUSINESS REPORTS (5.1); CONFER WITH TEAM MEMBERS REGARDING SAME (.4)
12/17/12	Hume, Lauren	3.80	1,653.00	REVIEW CONFLICT REPORTS FOR NEW MATTERS FOR RESCAP BANKRUPTCY DISCLOSURE AFFIDAVIT (3.4); MEET WITH MS. EWART REGARDING RESCAP BANKRUPTCY DISCLOSURE AFFIDAVIT (.4)
12/18/12	Ewart, Lisa	4.80	3,600.00	MEET WITH TEAM MEMBERS ASSISTING WITH

Date	Timekeeper	Hours	Value	Description
				UPDATED REVIEW OF LIST OF POTENTIAL PARTIES IN INTEREST (.6); REVIEW NEW BUSINESS REPORTS (2.2) MEET WITH MS. HUME REGARDING EMAIL TO SUPERVISING ATTORNEYS (.3); DRAFTING AND SENDING EMAILS TO ATTORNEYS REPRESENTING POTENTIAL PARTIES IN INTEREST (1.7)
12/18/12	Hume, Lauren	0.30	130.50	MEET WITH MS. EWART REGARDING EMAILS TO SUPERVISING ATTORNEYS ABOUT CONNECTIONS TO RESCAP BANKRUPTCY
12/18/12	Hume, Lauren	6.90	3,001.50	DRAFT LIST OF SUPERVISING ATTORNEYS ON POTENTIALLY CONFLICTING MATTERS (3.8); EMAIL SUPERVISING ATTORNEYS REGARDING CONNECTIONS TO BE DISCLOSED FOR RESCAP BANKRUPTCY (3.1)
12/18/12	Hume, Lauren	0.60	261.00	MEET WITH MS. EWART, MS. THOMPSON AND MS. LUONGO REGARDING COMPLETION OF CONFLICTS SEARCH FOR RESCAP BANKRUPTCY
12/18/12	Luongo, Louise A.	10.00	3,250.00	CONFERENCE WITH MS. EWART, MS. HUME AND MS. THOMPSON REGARDING ASSISTING WITH 2014 REVIEW (0.6); BEGIN TO REVIEW PARTIES IN INTEREST AND UPDATE SPREADSHEET OF RESULTS (9.4)
12/18/12	Thompson, Yolande	3.50	1,172.50	CONFER WITH MS. EWART, MS. HUME AND MS. LUONGO REGARDING UPDATING CONFLICT SEARCH RESULTS SPREADSHEET (.6); REVIEW REPORT FOR BONDHOLDERS (.8); CONFER WITH NEW BUSINESS REGARDING UPDATED REPORT (.2); REVIEW REPORT AND UPDATE CHART (1.9)
12/19/12	Ewart, Lisa	1.10	825.00	COMMUNICATE WITH TEAM MEMBERS REGARDING STATUS OF CONFLICTS PROCESS AND OUTSTANDING ASSIGNMENTS ASSOCIATED WITH SAME (.5); REVIEW RESPONSES TO ATTORNEYS EMAILS AND RESPOND TO QUESTIONS REGARDING CONFLICTS PROCESS AND DISCLOSURE REQUIREMENTS (.9)
12/19/12	Hume, Lauren	1.40	609.00	MEET WITH MS. EWART, MS. THOMPSON, MS. LUONGO REGARDING REVIEW OF RESCAP CONFLICTS REPORTS, COMPLETING DISCLOSURE AFFIDAVIT (.50); REVIEW RESPONSES FROM SUPERVISING ATTORNEYS REGARDING RESCAP CONNECTIONS (.90)
12/19/12	Hume, Lauren	3.90	1,696.50	REVISE LIST OF SUPERVISING ATTORNEYS TO EMAIL REGARDING RESCAP CONNECTIONS BASED ON NEW MATTERS, MS. LUONGO'S WORK

Date	Timekeeper	Hours	Value	Description
12/19/12	Luongo, Louise A.	6.80	2,210.00	CONTINUE TO REVIEW POTENTIAL PARTIES IN INTEREST FOR 2014 STATEMENT (2.8); UPDATE SPREADSHEET OF RESULTS (2.9); COORDINATE WITH IT DEPARTMENT FOR ACCESS TO ALL ATTORNEY EMAILS, INCLUDING EMAILS AND CONFERENCES WITH IT DEPARTMENT (0.6); CONFERENCES WITH AND EMAILS WITH MS. EWART, MS. HUME AND MS. THOMPSON REGARDING STATUS OF REVIEW (0.5)
12/19/12	Thompson, Yolande	3.50	1,172.50	CONFER WITH MS. EWART, MS. HUME AND MS. LUONGO REGARDING STATUS OF UPDATING CONFLICT SEARCH RESULTS SPREADSHEET (0.5); CONTINUE REVIEWING BONDHOLDER REPORT AND UPDATE CHART ACCORDINGLY (3.0)
12/20/12	Blayney, Michael	0.40	280.00	RESEARCH REGARDING INFORMATION TO BE INCLUDED IN AFFIDAVIT OF EMPLOYMENT
12/20/12	Ewart, Lisa	5.40	4,050.00	PREPARE, CIRCULATE ALL-ATTORNEY EMAIL FOR CONFLICTS PROCESS (.9); RESPOND TO QUESTIONS REGARDING ALL-ATTORNEY EMAIL AND REACH OUT TO ATTORNEYS CONCERNING SPECIFIC REPRESENTATIONS IN DRAFT AFFIDAVIT (1.2); EDIT, REVISE DRAFT DISCLOSURE AND INTERESTED PARTY LIST AND CIRCULATE TO INTERNAL TEAM (2.9); ASSIST WITH MANAGEMENT OF CONFLICTS PROCESS (.4)
12/20/12	Luongo, Louise A.	2.00	650.00	CONTINUE TO REVIEW PARTIES IN INTEREST LIST AND UPDATE SPREADSHEET REGARDING 2014 STATEMENT
12/20/12	Thompson, Yolande	0.50	167.50	REVIEW E-MAILS FROM AND E-MAILS WITH CERTAIN ATTORNEYS REGARDING CONNECTIONS OR RELATIONSHIPS WITH RESCAP, ITS CREDITORS, AND OTHER INTERESTED PARTIES
12/21/12	Ewart, Lisa	2.30	1,725.00	REVISE DRAFT DISCLOSURE AFFIDAVIT AND EXHIBIT 2 TO INCORPORATE RESULTS OF UPDATED CONFLICTS PROCESS (1.1); COMMUNICATE WITH TEAM MEMBERS VIA EMAIL REGARDING CONFLICTS PROCESS AND UPDATES TO AFFIDAVIT (1.2)
12/21/12	Hume, Lauren	1.50	652.50	REVISE RESCAP BANKRUPTCY DISCLOSURE AFFIDAVIT BASED ON MR. PERLSTEIN'S COMMENTS
12/26/12	Hume, Lauren	1.60	696.00	DRAFT LIST OF ATTORNEY RESPONSES DISCLOSING ANY CONNECTIONS TO RESCAP INTERESTED PARTIES LIST
12/26/12	Thompson, Yolande	0.20	67.00	REVIEW E-MAILS FROM MS. EWART AND MS.

Date	Timekeeper	Hours	Value	Description
				HUME REGARDING COMPILING LIST OF RESPONSES FROM CERTAIN ATTORNEYS REGARDING CONNECTIONS OR RELATIONSHIPS WITH RESCAP, ITS CREDITORS, AND OTHER INTERESTED PARTIES; FORWARD RESPONSES TO MS. HUME
12/30/12	Ewart, Lisa	1.20	900.00	REVIEW CONNECTIONS IDENTIFIED BY WH LAWYERS IN RESPONSE TO FIRM WIDE EMAIL AND INCORPORATE INTO DRAFT DISCLOSURE AFFIDAVIT
12/31/12	Ewart, Lisa	1.00	750.00	REVIEW CONNECTIONS IDENTIFIED BY WH LAWYERS IN RESPONSE TO FIRM WIDE EMAIL AND INCORPORATE INTO DRAFT DISCLOSURE AFFIDAVIT (.7); RECIRCULATE DRAFT DISCLOSURE AFFIDAVIT WITH POINTS FOR CONSIDERATION (.3)
12/31/12	Hume, Lauren	0.40	174.00	REVIEW REVISED DRAFT DISCLOSURE AFFIDAVIT INCORPORATING RESULTS OF FIRM WIDE CONFLICTS EMAIL
01/04/13	Ewart, Lisa	2.90	2,334.50	EDIT, REVISE AFFIDAVIT AND EXHIBIT B IN ORDER TO DISCLOSE AFFILIATES OF INTERESTED PARTIES
01/04/13	Hume, Lauren	0.10	45.50	CALL FROM MS. EWART REGARDING REVISIONS TO DISCLOSURE AFFIDAVIT
01/04/13	Hume, Lauren	2.30	1,046.50	CROSS REFERENCE EXHIBIT LISTING FORMER, CURRENT CLIENTS WITH RESULTS OF CONFLICTS SEARCH
01/04/13	Hume, Lauren	0.30	136.50	DRAFT DISCLOSURE REGARDING REPRESENTATIONS OF PARTIES IN INTEREST WHILE AT OTHER LAW FIRMS
01/05/13	Ewart, Lisa	3.20	2,576.00	REVIEW, REVISE EXHIBIT B TO INCLUDE AFFILIATES
01/05/13	Hume, Lauren	3.80	1,729.00	REVIEW DISCLOSURE AFFIDAVIT EXHIBIT LISTING FORMER, CURRENT CLIENTS IN CONNECTION WITH RETENTION OF WILMERHALE
01/05/13	Hume, Lauren	0.20	91.00	CALL FROM MS. EWART REGARDING REVIEW OF UPDATED EXHIBIT DISCLOSING FORMER, CURRENT CLIENTS IN CONNECTION WITH RETENTION OF WILMERHALE
01/06/13	Ewart, Lisa	2.90	2,334.50	REVIEW, REVISE EXHIBIT B AND FINALIZE DISCLOSURE AFFIDAVIT FOR FILING
01/06/13	Hume, Lauren	1.70	773.50	REVISE DISCLOSURE AFFIDAVIT, EXHIBITS BASED ON MR. PERLSTEIN, MS. EWART'S COMMENTS
01/07/13	Ewart, Lisa	4.20	3,381.00	REVIEW, REVISE EXHIBIT TO CONFLICTS REGARDING AFFIDAVIT IN LIGHT OF REVISED

Date	Timekeeper	Hours	Value	Description
				LIST OF INTERESTED PARTIES (2.5); REVISE, FINALIZE CONFLICTS DISCLOSURE AFFIDAVIT AND NOTICE (1.7)
01/07/13	Hume, Lauren	1.30	591.50	EMAILS WITH MS. EWART, MR. PERLSTEIN, NEW BUSINESS, MS. RINGER FROM KRAMER LEVIN REGARDING REVISIONS TO DISCLOSURE AFFIDAVIT EXHIBITS
01/07/13	Hume, Lauren	0.30	136.50	CALLS WITH MS. RINGER FROM KRAMER LEVIN, MS. EWART REGARDING INTERESTED PARTIES LIST
01/30/13	Luongo, Louise A.	0.90	306.00	DRAFT MONTHLY FEE STATEMENT LETTER FOR FIRST MONTHLY FEE STATEMENT (.3); CONFERENCE WITH MS. EWART AND MS. HUME REGARDING FIRST MONTHLY FEE STATEMENT (.3); REVIEW NOTICE PARTIES TO UPDATE FEE LETTER REGARDING SAME (.3)
		101.70	56,050.50	

C100 - COURT HEARINGS

01/16/13	Perlstein, William	1.00	1,115.00	ATTEND COURT HEARING TO BE AVAILABLE TO ANSWER ANY QUESTIONS COURT MAY HAVE CONCERNING APPLICATION FOR EMPLOYMENT
		1.00	1,115.00	

D100 - MEETINGS WITH GOVERNMENTAL AND REGULATORY ENTITIES

01/08/13	Harris Gutierrez, Franca	0.70	612.50	VOICEMAIL TO MR. ASHTON REGARDING IFR AND RESCAP (.1); TELECONFERENCE WITH MR. ASHTON, MR. SUTTON, MR. PERLSTEIN REGARDING IFR RESTRUCTURING AND RESCAP BANKRUPTCY (.3); CONFER WITH MR. NEWELL AND MR. BLAYNEY REGARDING DEBRIEF FROM TELECONFERENCE WITH FEDERAL RESERVE STAFF (.3)
01/08/13	Perlstein, William	0.30	334.50	TELECONFERENCE WITH MR. ASHTON (FEDERAL RESERVE), MS. HARRIS REGARDING FORECLOSURE SETTLEMENT STATUS
		1.00	947.00	

D101 - RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL

12/13/12	Ewart, Lisa	2.00	1,500.00	PARTICIPATE IN MEETING WITH MR. BLAYNEY, MR. PERLSTEIN AND MS. EWART REGARDING REPRESENTATION AND WH'S
----------	-------------	------	----------	--

Date	Timekeeper	Hours	Value	Description
				ROLE (.7); REVIEW CASE BACKGROUND BANKRUPTCY MATERIALS (1.3)
12/13/12	Newell, Jeremy	0.70	472.50	TELECONFERENCE WITH MR. BLAYNEY, MR. PERLSTEIN AND MS. EWART REGARDING BACKGROUND AND KEY ISSUES OF CREDITOR COMMITTEE REPRESENTATION
12/18/12	Perlstein, William	1.10	1,155.00	REVIEW EXAMINER DECISION AND PRESS REPORTS ON CREDITOR CLAIMS
12/20/12	Blayney, Michael	0.80	560.00	ASSEMBLE DOCUMENTS ON MORTGAGE SETTLEMENT (.7); EMAIL SAME TO MR. PERLSTEIN (.1)
12/20/12	Perlstein, William	0.40	420.00	REVIEW RECENT PRESS STORIES REGARDING CASE DEVELOPMENTS
12/20/12	Perlstein, William	0.90	945.00	REVIEW RESCAP, ALLY CONSENT DECREES WITH DEPARTMENT OF JUSTICE, FEDERAL RESERVE BOARD
12/21/12	Harris Gutierrez, Franca	0.40	320.00	CONFER WITH MR. PERLSTEIN REGARDING IFR DEVELOPMENTS (.3); TELECONFERENCE WITH REPRESENTATIVES FROM ALLY REGARDING SAME (.1)
12/21/12	Perlstein, William	0.30	315.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ REGARDING CALL WITH MR. DUBEL, UPCOMING RESCAP CALL
12/22/12	Harris Gutierrez, Franca	1.50	1,200.00	REVIEW ALLY RESCAP CONSENT ORDERS (.4); TELECONFERENCE WITH MR. MANNAL, MR. PERLSTEIN AND MS. HAMZEHPUR REGARDING IFR PROPOSAL RESTRUCTURING (.8); TELECONFERENCE WITH MR. MANNAL REGARDING NEXT STEPS AND DEBTOR COMMUNICATIONS (.3)
12/22/12	Perlstein, William	0.80	840.00	TELECONFERENCE WITH MR. MANNAL, MS. RINGER, MS. HAMZEHPUR, MS. HARRIS GUTIERREZ REGARDING FEDERAL RESERVE, OCC IFR ISSUES
12/29/12	Blayney, Michael	0.30	210.00	CONFER WITH MS. HARRIS GUTIERREZ REGARDING STATUS OF DISCUSSIONS WITH CREDITORS COMMITTEE, DOCUMENTS RECEIVED FROM KRAMER LEVIN
12/29/12	Harris Gutierrez, Franca	0.80	640.00	CONFER WITH MR. BLAYNEY REGARDING TELECONFERENCE WITH MR. MANNAL AND DEBTOR, NEXT STEPS (.3); BEGIN REVIEWING CREDITORS COMMITTEE MATERIALS (.5)
01/02/13	Ewart, Lisa	2.50	2,012.50	CONFERENCE WITH MR. PERLSTEIN AND MS. HUME REGARDING CLAIM RESEARCH (.3); RESEARCH, REVIEW DRAFT EMAIL REGARDING ADMINISTRATIVE CLAIMS (1.7); MEETING AND CONFERENCE WITH MS. HUME

Date	Timekeeper	Hours	Value	Description
				REGARDING SAME (.5)
01/02/13	Harris Gutierrez, Franca	0.90	787.50	CONFER WITH MR. NEWELL REGARDING IFR RENEGOTIATION AND FEDERAL RESERVE BOARD (.4); TELECONFERENCE WITH MR. MANNAL, MR. ECKSTEIN AND MR. PERLSTEIN REGARDING DEVELOPMENTS AND FEDERAL RESERVE AND TREASURY STRATEGY (.5)
01/02/13	Hume, Lauren	0.40	182.00	CALLS WITH MS. EWART, MR. ALLON REGARDING ADMINISTRATIVE STATUS OF CLAIMS
01/02/13	Hume, Lauren	0.40	182.00	PARTICIPATE IN CONFERENCE CALL WITH MR. PERLSTEIN, MS. EWART REGARDING ADMINISTRATIVE STATUS OF CLAIMS (.3); MEET WITH MS. EWART REGARDING SAME (.1)
01/02/13	Hume, Lauren	0.60	273.00	DRAFT EMAIL TO MR. PERLSTEIN REGARDING ADMINISTRATIVE STATUS OF CLAIMS
01/02/13	Hume, Lauren	3.10	1,410.50	MEET WITH MS. EWART REGARDING PRELIMINARY REVIEW OF CASES REGARDING ADMINISTRATIVE PRIORITY (.7); REVIEW CASES REGARDING ADMINISTRATIVE STATUS OF CLAIMS (1.4); DRAFT SUMMARY OF CASES REGARDING ADMINISTRATIVE STATUS OF CLAIMS FOR MS. EWART (1.0);
01/02/13	Newell, Jeremy	0.40	288.00	CONFER WITH MS. HARRIS GUTIERREZ REGARDING IFR AND FEDERAL RESERVE BOARD
01/02/13	Newell, Jeremy	2.10	1,512.00	REVIEW BANKRUPTCY DOCKET AND FIRST DAY FILINGS
01/02/13	Perlstein, William	0.30	334.50	CONFER WITH MS. EWART, MS. HUME REGARDING ADMINISTRATIVE CLAIM RESEARCH
01/02/13	Perlstein, William	0.20	223.00	CONFER WITH MS. HARRIS GUTIERREZ REGARDING FORECLOSURE PROCESS
01/02/13	Perlstein, William	0.30	334.50	REVIEW AM BANKER ARTICLE REGARDING FORECLOSURE SETTLEMENT
01/02/13	Perlstein, William	0.50	557.50	TELECONFERENCE WITH MR. ECKSTEIN, MR. MANNAL, MS. HARRIS GUTIERREZ REGARDING FORECLOSURE PROCESS
01/03/13	Ewart, Lisa	3.10	2,495.50	RESEARCH, REVIEW CASE LAW REGARDING ADMINISTRATIVE EXPENSE PRIORITY (2.9); MEETING WITH MS. HUME TO ADDITIONAL RESEARCH (.2)
01/03/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. NEWELL REGARDING TALKING POINTS FOR FEDERAL RESERVE TELECONFERENCE (.1); CONFER WITH MR. NEWELL REGARDING FEDERAL RESERVE

Date	Timekeeper	Hours	Value	Description
				STRATEGY (.1)
01/03/13	Hume, Lauren	4.10	1,865.50	RESEARCH CASE LAW REGARDING CLASSIFICATION OF POST-PETITION FINES
01/03/13	Hume, Lauren	1.00	455.00	DRAFT EMAIL TO MR. PERLSTEIN SUMMARIZING CASE LAW REGARDING CLASSIFICATION OF POST-PETITION FINES
01/03/13	Hume, Lauren	0.20	91.00	MEET WITH MS. EWART REGARDING ADDITIONAL ADMINISTRATIVE CLAIMS RESEARCH
01/03/13	Newell, Jeremy	2.70	1,944.00	REVIEW PROCESS (.5); CONFERENCE WITH MS. GUTIERREZ REGARDING FEDERAL RESERVE TELECONFERENCE (.2); DRAFT AND REVISE TALKING POINTS FOR CONVERSATION REGARDING FORECLOSURE REVIEW PROCESS WITH FEDERAL RESERVE STAFF (2.0)
01/03/13	Newell, Jeremy	1.10	792.00	REVIEW BANKRUPTCY DOCKET AND RECENT FILINGS
01/03/13	Perlstein, William	1.80	2,007.00	REVIEW AND COMMENT ON LEGAL RESEARCH CONCERNING CLAIM PRIORITY (.5); REVIEW FED FORECLOSURE RELIEF ORDERS (1.3)
01/03/13	Perlstein, William	0.70	780.50	TELECONFERENCE MS. HARRIS, MR. NEWELL REGARDING FEDERAL RESERVE BOARD ISSUES (.2); REVIEW MEMO FROM MR. NEWELL REGARDING FEDERAL RESERVE ISSUES (.5)
01/04/13	Ewart, Lisa	0.40	322.00	CONFERENCE WITH MS. HUME REGARDING RESEARCH ON ADMINISTRATIVE CLAIMS STATUS
01/04/13	Ewart, Lisa	1.10	885.50	EDIT, REVISE DRAFT EMAIL REGARDING ADMINISTRATIVE PRIORITY STATUS AND SEND COMMENTS TO MS. HUME (.9); MEETING WITH MS. HUME REGARDING SAME (.2)
01/04/13	Harris Gutierrez, Franca	0.40	350.00	CONFER WITH MR. NEWELL REGARDING FORECLOSURE REVIEW
01/04/13	Harris Gutierrez, Franca	1.00	875.00	REVIEW IFR PROPOSAL (.50); TELECONFERENCE WITH MR. NEWELL, MR. PERLSTEIN, MR. TANENBAUM AND MR. IRELAND REGARDING IFR PROPOSAL (.50)
01/04/13	Hume, Lauren	1.20	546.00	DRAFT EMAIL TO MR. PERLSTEIN REGARDING ADMINISTRATIVE EXPENSE ANALYSIS
01/04/13	Hume, Lauren	1.80	819.00	REVISE SUMMARY OF RESEARCH REGARDING CLASSIFICATION OF POST-PETITION FINES
01/04/13	Hume, Lauren	0.40	182.00	MEET WITH MS. EWART REGARDING RESEARCH ON ADMINISTRATIVE CLAIMS STATUS

Date	Timekeeper	Hours	Value	Description
01/04/13	Newell, Jeremy	0.40	288.00	CONFER WITH MS. HARRIS GUTIERREZ REGARDING FORECLOSURE REVIEW
01/04/13	Newell, Jeremy	0.50	360.00	CONFER WITH MS. HARRIS GUTIERREZ, MESSRS. PERLSTEIN, TANENBAUM AND IRELAND REGARDING FORECLOSURE REVIEW PROCESS
01/04/13	Perlstein, William	0.30	334.50	REVIEW PRIORITY STATUS RESEARCH
01/04/13	Perlstein, William	1.30	1,449.50	TELECONFERENCE WITH MR. TANENBAUM, MR. IRELAND REGARDING FEDERAL RESERVE ISSUES (.4); CONFER WITH MS. HARRIS GUTIERREZ, MR. NEWELL REGARDING FEDERAL RESERVE PRIORITY AND RESOLUTION ISSUES (.5); TELECONFERENCE WITH MR. MANNAL REGARDING CALL WITH DEBTORS' COUNSEL AND FEDERAL RESERVE ISSUES
01/07/13	Ewart, Lisa	0.90	724.50	REVIEW RESEARCH, DRAFT EMAIL REGARDING ADMINISTRATIVE EXPENSE PRIORITY CASES (.8); MEET WITH MS. HUME REGARDING ADDITIONAL RESEARCH (.1)
01/07/13	Harris Gutierrez, Franca	0.40	350.00	REVIEW ANNOUNCEMENT AND CORRESPONDENCE REGARDING IFR RESTRUCTURED SETTLEMENT
01/07/13	Hume, Lauren	0.10	45.50	EMAIL MS. EWART REGARDING RESEARCH ADMINISTRATIVE PRIORITY
01/07/13	Hume, Lauren	1.70	773.50	RESEARCH ADMINISTRATIVE EXPENSE PRIORITY
01/07/13	Hume, Lauren	0.10	45.50	MEET WITH MS. EWART REGARDING ADDITIONAL ADMINISTRATIVE PRIORITY RESEARCH
01/07/13	Hume, Lauren	0.10	45.50	REVISE EMAIL TO MR. PERLSTEIN REGARDING STATUS OF ADMINISTRATIVE CLAIMS
01/07/13	Newell, Jeremy	0.40	288.00	DISCUSS IFR MODIFICATION WITH MS. HARRIS GUTIERREZ; EMAIL REGARDING SAME WITH MR. PERLSTEIN
01/07/13	Perlstein, William	0.30	334.50	REVIEW PRIORITY RESEARCH
01/07/13	Perlstein, William	0.80	892.00	REVIEW FED ANNOUNCEMENT (.2); EMAILS TO MR. ECKSTEIN AND MR. MANNAL REGARDING STATUS OF SETTLEMENT AND RESCAP STATUS (.6)
01/07/13	Perlstein, William	0.60	669.00	TELECONFERENCE WITH MR. DUBAL REGARDING FEDERAL RESERVE FORECLOSURE SETTLEMENT (.2); TELECONFERENCE WITH MR. TANENBAUM REGARDING FEDERAL RESERVE FORECLOSURE ANNOUNCEMENT AND

Date	Timekeeper	Hours	Value	Description
				RESCAP STATUS (.4)
01/08/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ REGARDING BANKING AGENCY POWER
01/08/13	Blayney, Michael	0.30	220.50	RESEARCH REGARDING BANKING AGENCY POWER
01/08/13	Blayney, Michael	0.10	73.50	FORWARD RELEVANT AUTHORITY CONCERNING BANKING AGENCY POWER TO INTERNAL TEAM
01/08/13	Harris Gutierrez, Franca	0.10	87.50	CONFER WITH MR. PERLSTEIN REGARDING REGULATORY STRATEGY
01/08/13	Hume, Lauren	0.50	227.50	RESEARCH BANKING AGENCY POWER
01/08/13	Hume, Lauren	0.20	91.00	REVIEW EMAILS FROM MR. PERLSTEIN, MR. NEWELL REGARDING BANKING AGENCY POWER
01/08/13	Hume, Lauren	0.30	136.50	MEET WITH MS. EWART REGARDING RESEARCH ABOUT BANKING AGENCY POWER
01/08/13	Newell, Jeremy	2.90	2,088.00	DISCUSS BANKING AGENCY POWER ISSUES WITH MS. HARRIS GUTIERREZ (.3); RESEARCH REGARDING SAME (1.3); DISCUSS SAME WITH MS. EWART (.2); SUMMARIZE ANALYSIS REGARDING SAME (1.1)
01/08/13	Perlstein, William	0.90	1,003.50	EMAIL WITH MS. HUME AND MS. EWART REGARDING FOLLOW-UP LEGAL RESEARCH AFTER FED CALL (.4); INITIAL REVIEW FED TERM SHEET (.5)
01/08/13	Perlstein, William	0.50	557.50	MEMO TO CREDITORS COMMITTEE REGARDING MR. ASHTON CALL
01/08/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ REGARDING FEDERAL RESERVE SETTLEMENT (.1); CALL AND EMAILS WITH MR. IRELAND REGARDING NEW FEDERAL RESERVE TERM SHEET (.3)
01/09/13	Hume, Lauren	0.90	409.50	DRAFT SUMMARY OF RESEARCH REGARDING TREATMENT OF BANKING AGENCY POWER IN BANKRUPTCY CASES
01/09/13	Hume, Lauren	2.30	1,046.50	RESEARCH REGARDING INTERPRETATION OF BANKING AGENCY POWER IN BANKRUPTCY CASES
01/10/13	Hume, Lauren	2.30	1,046.50	REVISE SUMMARY OF RESEARCH REGARDING BANKING AGENCY POWER IN BANKRUPTCY CASES
01/11/13	Blayney, Michael	1.00	735.00	CONFERENCE CALL WITH MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. NEWELL TO DISCUSS STRATEGIC ISSUES

Date	Timekeeper	Hours	Value	Description
01/11/13	Blayney, Michael	0.50	367.50	RESEARCH REGARDING TERMS OF TARP TRANSACTIONS
01/11/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ, MR. PERLSTEIN, MR. NEWELL REGARDING OPEN ISSUES FROM CONFERENCE CALL
01/11/13	Blayney, Michael	0.20	147.00	CONFERENCE WITH MS. HARRIS GUTIERREZ, MR. NEWELL REGARDING OPEN ISSUES FOR RESCAP CONFERENCE CALL
01/11/13	Harris Gutierrez, Franca	2.20	1,925.00	CONFER WITH MR. PERLSTEIN REGARDING TARP (.7); CONFER WITH MR. NEWELL AND MR. BLAYNEY REGARDING REGULATORY QUESTION FOR THE COMMITTEE (.1); PREPARE FOR (.1) AND TELECONFERENCE WITH MR. PERLSTEIN, MR. DERMONT, MR. ECKSTEIN, MR. MANNAL, MR. NEWELL AND MR. BLAYNEY REGARDING REGULATORY OUTREACH STRATEGY (1.0); CONFER WITH MR. BLAYNEY REGARDING NEXT STEPS AND TARP (.3)
01/11/13	Newell, Jeremy	2.50	1,800.00	TELECONFERENCE WITH TEAM REGARDING REGULATORY ISSUES (1.0); DISCUSS AFFILIATE MSR TRANSACTIONS WITH MS. HARRIS GUTIERREZ (.1); REVIEW KRAMER LEVIN SUMMARY REGARDING SAME (1.4)
01/11/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH MR. SIMON REGARDING LITIGATION ISSUES
01/11/13	Perlstein, William	1.00	1,115.00	TELECONFERENCE WITH MR. MANNAL, MR. ECKSTEIN, MS. HARRIS GUTIERREZ AND MR. BLAYNEY REGARDING REGULATORY ISSUES
01/14/13	Harris Gutierrez, Franca	1.10	962.50	CONFER WITH MR. NEWELL REGARDING REGULATORY AFFILIATE RESTRUCTURING (.5); REVIEW MR. NEWELL'S SUMMARY OF REGULATORY QUESTIONS PRESENTED BY TRANSFER (.3); BEGIN REVIEWING AFI PRESENTATION (.3)
01/14/13	Newell, Jeremy	2.00	1,440.00	REVIEW KRAMER LEVIN PRESENTATION REGARDING AFFILIATE TRANSACTIONS (1.0); SUMMARIZE KEY BANK REGULATORY ISSUES AND IMPLICATIONS OF SAME FOR MR. PERLSTEIN (.5); SUMMARIZE FURTHER ANALYSIS OF AFFILIATE TRANSACTIONS FOR MR. PERLSTEIN (.5)
01/14/13	Newell, Jeremy	0.50	360.00	CONFER WITH MS. HARRIS GUTIERREZ REGARDING REGULATORY ISSUES
01/15/13	Gorelick, Jamie	0.40	480.00	TELECON WITH MR. PERLSTEIN REGARDING TREASURY APPROACH (.2); REVIEW MOELLIS MEMO REGARDING BANKING ISSUES (.2)

Date	Timekeeper	Hours	Value	Description
01/15/13	Perlstein, William	1.30	1,449.50	TELECONFERENCE WITH MR. TANENBAUM REGARDING FEDERAL RESERVE NEGOTIATIONS (.4); TELECONFERENCE WITH MS. HARRIS REGARDING FEDERAL RESERVE ISSUES (.3); REVIEW BANKING ISSUES MEMO (.4); TELECONFERENCE WITH MS. GORELICK REGARDING GOVERNMENT ISSUES (.2)
01/16/13	Blayney, Michael	0.20	147.00	CONFER WITH MR. MCKERNAN REGARDING REVIEW OF STATUS OF TARP TRANSACTIONS
01/16/13	Blayney, Michael	0.60	441.00	CONFER WITH MS. HARRIS GUTIERREZ REGARDING REVIEW STATUS OF TARP TRANSACTIONS (.20); REVIEW INFORMATION ON TARP TRANSACTIONS RECEIVED FROM MR. MCKERNAN (.40)
01/16/13	Ewart, Lisa	0.40	322.00	CONFER WITH MS. HUME AND MR. PERLSTEIN REGARDING RESEARCH PROJECTS AND OUTCOME OF HEARING
01/16/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. BLAYNEY REGARDING TARP STATUS
01/16/13	Hume, Lauren	0.60	273.00	MEET WITH MR. PERLSTEIN, MS. EWART REGARDING RESEARCH PROJECTS AND HEARING (.4); MEMORANDUM ON BANKING AGENCY POWERS
01/16/13	McKernan, Jonathan	3.60	2,466.00	LOCATE AND REVIEW, AND DRAFT HISTORY, OF TRANSACTION DOCUMENTS RELATING TO TARP
01/16/13	McKernan, Jonathan	0.20	137.00	CONFER WITH MR. BLAYNEY REGARDING TARP
01/16/13	Perlstein, William	0.40	446.00	CONFER WITH MS. HUME, MS. EWART REGARDING PRIORITY RESEARCH ISSUES
01/17/13	Blayney, Michael	0.30	220.50	REVIEW TARP TRANSACTION SUMMARY DRAFTED BY MR. MCKERNAN
01/17/13	Blayney, Michael	0.10	73.50	CONFER WITH MR. MCKERNAN REGARDING RESEARCH ON TARP
01/17/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ REGARDING TARP
01/17/13	Perlstein, William	0.50	557.50	TELECONFERENCE WITH MR. STRICKLAND REGARDING TREASURY AND TARP ISSUES
01/17/13	Strickland, Thomas	1.50	1,560.00	TELEPHONE CONFERENCE WITH MR. PERLSTEIN REGARDING TREASURY AND TARP ISSUES (.5); REVIEW STRATEGY IN CONNECTION WITH TARP MATTERS (1.0)
01/18/13	Blayney, Michael	0.70	514.50	CONFERENCE CALL WITH MR. PERLSTEIN, MR. SIMON, MS. HARRIS GUTIERREZ REGARDING BANK EXAM PRIVILEGE QUESTIONS

Date	Timekeeper	Hours	Value	Description
01/18/13	Blayney, Michael	2.30	1,690.50	RESEARCH INFO ON TARP PROGRAM (1.6); CONFERENCE WITH MS. HARRIS GUTIERREZ REGARDING TARP SUMMARY(.7)
01/18/13	Blayney, Michael	0.30	220.50	FORWARD TARP PROGRAM UPDATE TO MR. PERLSTEIN
01/18/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ, MR. PERLSTEIN REGARDING NEXT STEPS ON BANK EXAM PRIVILEGE ISSUE
01/18/13	Blayney, Michael	0.10	73.50	EMAIL WITH INTERNAL TEAM REGARDING GM
01/18/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ REGARDING TARP PROGRAM
01/18/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ REGARDING BANK EXAM PRIVILEGE ISSUE
01/18/13	Harris Gutierrez, Franca	1.40	1,225.00	TELECONFERENCE WITH MR. BLAYNEY, MR. PERLSTEIN REGARDING TREATMENT OF CONFIDENTIAL SUPERVISORY INFORMATION (.7); CONFER WITH MR. BLAYNEY REGARDING TARP SUMMARY (.7)
01/18/13	McKernan, Jonathan	0.90	616.50	RESEARCH TARP TRANSACTIONS
01/18/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH MR. SIMON, MS. HARRIS, MR. BLAYNEY REGARDING FEDERAL RESERVE ISSUES
01/22/13	Blayney, Michael	0.10	73.50	EMAILS REGARDING SCHEDULING CONFERENCE CALL WITH CLEARY GOTTlieb TO DISCUSS REGULATORY ISSUES
01/22/13	Ewart, Lisa	4.90	3,944.50	REVIEW RESEARCH REGARDING BANKING AGENCY POWER AND DRAFT BULLET POINTS FOR MR. PERLSTEIN'S REVIEW (3.8); MULTIPLE COMMUNICATIONS WITH MS. HUME REGARDING RESEARCH AND UNDERSTANDING OF CASES GOVERNING BANKING AGENCY POWER AND BANKRUPTCY (1.1)
01/22/13	Hume, Lauren	1.50	682.50	RESEARCH CASE LAW REGARDING SUBROGATION
01/22/13	Hume, Lauren	1.10	500.50	REVIEW MS. EWART'S SUMMARY OF CASE LAW REGARDING BANKING AGENCY POWER
01/23/13	Blayney, Michael	1.80	1,323.00	REVIEW BANKING AGENCY POWER ANALYSIS (1.2); TELECONFERENCE WITH MR. O'NEAL, MR. KRIMMINGER, MS. HARRIS GUTIERREZ REGARDING TREASURY STRATEGY (.5); CONFER WITH MS. HARRIS GUTIERREZ REGARDING REGULATORY CAPITAL ISSUES (.3)

Date	Timekeeper	Hours	Value	Description
01/23/13	Blayney, Michael	2.00	1,470.00	RESEARCH REGARDING AFI FINANCIAL INFORMATION
01/23/13	Ewart, Lisa	3.30	2,656.50	E-MAILS TO MR. NEWELL AND MS. HUME REGARDING FEDERAL RESERVE AND JOINT LIABILITY OF BANK HOLDING COMPANY AND SUBSIDIARIES (.7); COMMUNICATIONS WITH MS. HUME REGARDING SUBROGATION (.3); REVIEW RESEARCH REGARDING SUBROGATION (2.3)
01/23/13	Gorelick, Jamie	0.90	1,080.00	REVIEW NOTIONAL TIMELINE (.4); TELECONFERENCE WITH MR. PERLSTEIN REGARDING NEXT STEPS (.5)
01/23/13	Harris Gutierrez, Franca	1.80	1,575.00	REVIEW BANKING AGENCY POWER ANALYSIS (1.0); TELECONFERENCE WITH MR. O'NEAL, MR. KRIMMINGER AND MR. BLAYNEY REGARDING STRATEGY (.3); CONFER WITH MR. BLAYNEY REGARDING HOLDING COMPANY (.5)
01/23/13	Hume, Lauren	0.30	136.50	REVIEW CONSENT ORDER CONTAINING ALLY'S GUARANTY
01/23/13	Hume, Lauren	2.10	955.50	MEET WITH MS. EWART REGARDING CASE LAW RESEARCH REGARDING SUBROGATION, (.3); RESEARCH CASE LAW REGARDING SUBROGATION (1.8)
01/23/13	Perlstein, William	0.20	223.00	TELECONFERENCE WITH MR. ZOZ REGARDING TARP RESEARCH
01/23/13	Perlstein, William	0.50	557.50	TELECONFERENCE WITH MS. GORELICK REGARDING GOVERNMENT ISSUES
01/23/13	Perlstein, William	0.20	223.00	PREPARE NOTES FOR CLEARY GOTTLEIB CALL REGARDING GOVERNMENT ISSUES
01/23/13	Perlstein, William	1.00	1,115.00	PREPARE FOR AND CONFERENCE CALL WITH MR. O'NEIL AND MR. KRIMMINGER (CLEARY GOTTLEIB) REGARDING GOVERNMENT ISSUES
01/23/13	Strickland, Thomas	1.50	1,560.00	REVIEW BACKGROUND MATERIALS REGARDING TARP ISSUES
01/23/13	Zoz, Edgar	3.20	1,104.00	CONFERENCE WITH MR. PERLSTEIN REGARDING TARP RESEARCH (.2); RESEARCH AND COMPILE INFORMATION ON TARP ASSETS (3.0)
01/24/13	Blayney, Michael	2.80	2,058.00	RESEARCH REGARDING TARP TRANSACTIONS, STATUS OF TARP PROGRAM AS A WHOLE
01/24/13	Blayney, Michael	0.20	147.00	DRAFT EMAIL TO MR. PERLSTEIN, MS. HARRIS GUTIERREZ REGARDING STATUS OF BANK EXAM PRIVILEGE DOCUMENT CLAWBACK ISSUE

Date	Timekeeper	Hours	Value	Description
01/24/13	Blayney, Michael	0.40	294.00	CONFER WITH MS. EWART REGARDING TARP ISSUES
01/24/13	Blayney, Michael	1.30	955.50	REVIEW MEMO ON CLAIMS ASSERTED BY MONOLINE INSURERS
01/24/13	Ewart, Lisa	0.50	402.50	CONFER WITH MR. BLAYNEY REGARDING TARP ISSUES
01/24/13	Harris Gutierrez, Franca	0.40	350.00	CONFER WITH MR. PERLSTEIN REGARDING TREASURY STRATEGY
01/24/13	Hume, Lauren	1.90	864.50	DRAFT SUMMARY OF PLAN SUPPORT AGREEMENT TERMS
01/24/13	Zoz, Edgar	1.10	379.50	RESEARCH AND COMPILE INFORMATION ON TARP ASSETS
01/25/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ REGARDING AMENDED ORDER
01/25/13	Blayney, Michael	1.00	735.00	REVIEW MOTION TO ADD RESIDENTIAL FUNDING COMPANY AS PARTY TO CONSENT JUDGMENT
01/25/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. BLAYNEY REGARDING AMENDED ORDER
01/25/13	Hume, Lauren	6.40	2,912.00	RESEARCH CASE LAW REGARDING SUBROGATION (3.9); SUMMARIZE RESULTS OF RESEARCH FOR MS. EWART (2.5)
01/28/13	Blayney, Michael	0.50	367.50	REVIEW SIGTARP REPORT ON ALLY COMPENSATION
01/28/13	Blayney, Michael	0.40	294.00	CONFER WITH MR. NEWELL REGARDING ISSUE OF MOTION TO ADD RESIDENTIAL FUNDING COMPANY, LLC TO CONSENT JUDGMENT
01/28/13	Blayney, Michael	0.40	294.00	REVIEW INFORMATION RECEIVED FROM MR. PERLSTEIN ON MOTION TO ADD RESIDENTIAL FUNDING COMPANY, LLC TO CONSENT JUDGMENT
01/28/13	Blayney, Michael	1.00	735.00	REVIEW ESSENTIAL DOCUMENTS FOR CREDITORS COMMITTEE MEETING
01/28/13	Blayney, Michael	0.40	294.00	CONFER WITH MR. NEWELL, MR. MCKERNAN REGARDING ESSENTIAL DOCUMENTS FOR BRIEFING MATERIALS FOR CREDITORS COMMITTEE MEETING
01/28/13	Ewart, Lisa	1.30	1,046.50	REVIEW RESEARCH REGARDING SUBROGATION IN ORDER TO DRAFT BULLET POINTS WITH OUTCOME OF RESEARCH
01/28/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. NEWELL REGARDING DOJ SETTLEMENT ORDER EXTENSION

Date	Timekeeper	Hours	Value	Description
01/28/13	Harris Gutierrez, Franca	0.40	350.00	REVIEW SIGTARP REPORT ON EXECUTIVE COMPENSATION
01/28/13	Hume, Lauren	0.20	91.00	CALLS FROM MS. EWART REGARDING RESEARCH ABOUT SUBROGATION
01/28/13	Hume, Lauren	0.90	409.50	RESEARCH SUBROGATION
01/28/13	Hume, Lauren	1.50	682.50	REVIEW SIGTARP REPORT ON ALLY PAY FOR REFERENCES TO ALLY, AFL, RESCAP EXECUTIVES
01/28/13	McKernan, Jonathan	0.40	274.00	CONFER WITH MR. BLAYNEY AND MR. NEWELL REGARDING COMMITTEE MATERIALS RELEVANT TO BINDER
01/28/13	McKernan, Jonathan	0.80	548.00	REVIEW DOCUMENTS FOR COMPILATION OF COLLECTED COMMITTEE MATERIALS
01/28/13	Newell, Jeremy	2.00	1,440.00	REVIEW AND ANALYZE POTENTIAL IMPLICATIONS OF RULE 60(A) MOTION TO ADD CERTAIN DEBTOR ENTITIES TO DEPARTMENT OF JUSTICE CONSENT ORDER (1.2); DISCUSS SAME WITH MR. BLAYNEY (.4); CONFER WITH MR. BLAYNEY AND MR. MCKERNAN REGARDING HEARING MATERIALS (.2)
01/28/13	Perlstein, William	0.80	892.00	REVIEW TREASURY TARP REPORT (.5); REVIEW MR. DANIELS EMAILS REGARDING CONSENT DECREE ISSUE (.3)
01/28/13	Zoz, Edgar	0.20	69.00	OBTAIN AND DISTRIBUTE TEXT OF TREASURY REPORT ON UNWINDING TARP
01/29/13	Hume, Lauren	2.00	910.00	RESEARCH CASES REGARDING SUBROGATION (1.3); DRAFT SUMMARY OF SAME FOR MS. EWART (.7)
01/29/13	Newell, Jeremy	2.30	1,656.00	REVIEW DEPARTMENT OF JUSTICE CONSENT ORDER REGARDING RULE 60(A) MOTION TO ADD CERTAIN DEBTOR ENTITIES (.6); DISCUSS SAME WITH MR. PERLSTEIN (.4); DRAFT LIST OF BACKGROUND QUESTIONS REGARDING SAME (.6); DISCUSS SAME WITH MESSRS. PERLSTEIN AND DANIELS (.7)
01/29/13	Perlstein, William	1.10	1,226.50	TELECONFERENCE WITH MR. NEWELL REGARDING CONSENT DECREE ISSUES (.4); TELECONFERENCE WITH ELAN DANIELS, MR. NEWELL REGARDING CONSENT DECREE ISSUES AND CHANGES (.7)
01/30/13	Blayney, Michael	0.50	367.50	CONFER WITH MS. HARRIS GUTIERREZ AND MR. NEWELL REGARDING SIGTARP REPORTS
01/30/13	Blayney, Michael	0.80	588.00	RESEARCH TREASURY, SIGTARP STATEMENTS
01/30/13	Blayney, Michael	0.10	73.50	CONFER WITH MR. NEWELL REGARDING REVISIONS TO SUMMARY OF SIGTARP

Date	Timekeeper	Hours	Value	Description
				REPORT
01/30/13	Blayney, Michael	1.50	1,102.50	REVIEW SIGTARP REPORT (.7); BEGIN DRAFT SUMMARY OF REPORT(.8)
01/30/13	Blayney, Michael	0.70	514.50	REVIEW, REVISE SUMMARY OF SIGTARP REPORT
01/30/13	Blayney, Michael	1.30	955.50	RESEARCH REGARDING OMB EESA REPORT ON VALUE OF TARP INVESTMENTS
01/30/13	Blayney, Michael	2.00	1,470.00	RESEARCH REGARDING ALLY FINANCIAL
01/30/13	Blayney, Michael	0.50	367.50	CONFER WITH MS. HARRIS GUTIERREZ, MR. NEWELL AND MR. PERLSTEIN REGARDING FEDERAL RESERVE PROCEDURES
01/30/13	Harris Gutierrez, Franca	1.50	1,312.50	REVIEW MEMO AND ANALYSIS OF CLAIMS AND BANKING AGENCY FINDINGS, RECOMMENDATIONS
01/30/13	Harris Gutierrez, Franca	0.40	350.00	REVIEW FED REMEDIATION PROPOSAL DECK
01/30/13	Harris Gutierrez, Franca	1.70	1,487.50	MEETING WITH MR. MANNAL, MR. PERLSTEIN, MR. ECKSTEIN AND MOELIS REPRESENTATIVES REGARDING TREASURY STRATEGY
01/30/13	Harris Gutierrez, Franca	0.50	437.50	CONFER WITH MR. NEWELL AND MR. BLAYNEY REGARDING ANALYSIS OF CLAIMS AND BANKING AGENCY FINDINGS
01/30/13	Harris Gutierrez, Franca	0.90	787.50	REVIEW SIGTARP REPORT AND SUMMARY OF SAME
01/30/13	Hume, Lauren	0.40	182.00	REVIEW EMAIL FROM MR. PERLSTEIN REGARDING TREASURY'S TARP INVESTMENT (0.1); REVIEW SIGTARP REPORT ON ALLY (0.3)
01/30/13	Newell, Jeremy	3.90	2,808.00	DISCUSS SIGTARP REPORT AND FEDERAL RESERVE PROCEDURES WITH MS. HARRIS GUTIERREZ, MESSRS. BLAYNEY AND PERLSTEIN (.5); RESEARCH REGARDING ALLY BANKING HISTORY (2.0); SUMMARY OF SAME FOR MS. HARRIS GUTIERREZ (.5); DRAFT QUESTIONS ON FEDERAL RESERVE MODELING AND EXAMS FOR MS. HARRIS GUTIERREZ; (.4) DRAFT SUMMARY OF SIGTARP REPORT AND U.S. TREASURY RESPONSE THERETO (.5)
01/30/13	Perlstein, William	2.00	2,230.00	REVIEW NEW SIGTARP REPORT (1.0); REVIEW FED MORTGAGE SERVICING CONSENT DECREE (.3); REVIEW GAO TARP REPORT (.7)
01/30/13	Perlstein, William	0.60	669.00	REVIEW FEDERAL RESERVE MATERIAL IN PREPARATION FOR CREDITORS COMMITTEE CALL (.5); EMAIL KRAMER REGARDING SAME (.1)

Date	Timekeeper	Hours	Value	Description
01/30/13	Perlstein, William	1.70	1,895.50	MEET WITH MR. MANNAL, MR. ECKSTEIN, AND MS. SINGER (KRAMER) AND MR. DERMONT, MR. PUCHALA (MOELIS) REGARDING TREASURY ISSUES
01/30/13	Perlstein, William	0.30	334.50	REVIEW SUMMARY MEMO TO CREDITORS COMMITTEE REGARDING SIGTARP
01/30/13	Zoz, Edgar	1.10	379.50	OBTAIN AND DISTRIBUTE TEXT OF JANUARY 15 LETTER FROM MASSAD TO SIGTARP REGARDING ALLY FINANCIAL
01/31/13	Blayney, Michael	0.40	294.00	REVIEW SLIDES DESCRIBING PROPOSED FEDERAL RESERVE IFR SETTLEMENT IN ADVANCE OF CONFERENCE CALL THIS MORNING
01/31/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ REGARDING PROPOSED FEDERAL RESERVE IFR SETTLEMENT
01/31/13	Blayney, Michael	0.40	294.00	CONFERENCE CALL WITH SEAN O'NEAL, MICHAEL KRIMMINGER, MR. PERLSTEIN, MS. HARRIS GUTIERREZ REGARDING SIGTARP REPORT, PLAN FOR MEETING WITH TREASURY AND FEDERAL RESERVE
01/31/13	Blayney, Michael	0.20	147.00	CONFER WITH MR. PERLSTEIN, MS. HARRIS GUTIERREZ REGARDING PROPOSED FEDERAL RESERVE SETTLEMENT
01/31/13	Harris Gutierrez, Franca	0.50	437.50	TELECONFERENCE WITH MR. PERLSTEIN, MR. O'NEAL AND MR. KRIMMINGER REGARDING TREASURY AND FEDERAL RESERVE STRATEGY
01/31/13	Perlstein, William	1.50	1,672.50	REVIEW MEMO FROM KRAMER LEVIN REGARDING BANKING LAW (1.4); REVIEW MOELIS EMAIL REGARDING TREASURY ISSUES (.1)
01/31/13	Perlstein, William	0.50	557.50	TELECONFERENCE WITH MR. O'NEAL AND MR. KRIMMINGER (CLEARY GOTTLIEB) AND MS. HARRIS GUTIERREZ REGARDING FEDERAL RESERVE ISSUES
		177.30	131,540.00	
Total			<u>320.70</u>	

Date	Cost	Description
01/29/13	897.00	COMPUTERIZED RESEARCH WESTLAW - NY - HUME,LAUREN (1/7/2013)
	897.00	

Total \$ 897.00

2012 LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	7.90	1,050.00	8,295.00
Harris Gutierrez, Franca	Partner	2.70	800.00	2,160.00
Ewart, Lisa	Counsel	32.30	750.00	24,225.00
Blayney, Michael	Counsel	1.50	700.00	1,050.00
Newell, Jeremy	Counsel	0.70	675.00	472.50
Hume, Lauren	Associate	20.40	435.00	8,874.00
Thompson, Yolande	Paralegal	7.70	335.00	2,579.50
Luongo, Louise A.	Paralegal	18.80	325.00	6,110.00
Total Legal Services		92.00		\$53,766.00

2012 Blended Hourly Rate: \$688.19

2012 B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	4.40	1,050.00	4,620.00
2012 Total B150 Meetings of and Communications with Creditors	4.40		4,620.00

2012 B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Ewart, Lisa	30.30	750.00	22,725.00
Hume, Lauren	20.40	435.00	8,874.00
Luongo, Louise A.	18.80	325.00	6,110.00
Thompson, Yolande	7.70	335.00	2,579.50
Blayney, Michael	0.40	700.00	280.00
2012 Total B160 Fee/Employment Applications	77.60		40,568.50

2012 D101 – Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel

Timekeeper	Hours	Rate	Total
Ewart, Lisa	2.00	750.00	1,500.00
Newell, Jeremy	0.70	675.00	472.50
Perlstein, William	3.50	1,050.00	3,675.00
Blayney, Michael	1.10	700.00	770.00
Harris Gutierrez, Franca	2.70	800.00	2,160.00
2012 D101 – Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel	10.00		8,577.50

2013 LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Gorelick, Jamie	Partner	1.30	1,200.00	1,560.00
Perlstein, William	Partner	51.00	1,115.00	56,865.00
Strickland, Thomas	Partner	3.00	1,040.00	3,120.00
Harris Gutierrez, Franca	Partner	24.60	875.00	21,525.00
Ewart, Lisa	Counsel	31.60	805.00	25,438.00
Blayney, Michael	Counsel	30.00	735.00	22,050.00
Newell, Jeremy	Counsel	24.20	720.00	17,424.00
McKernan, Jonathan	Sr. Associate	5.90	685.00	4,041.50
Hume, Lauren	Associate	50.60	455.00	23,023.00
Zoz, Edgar	LegislativeSpec	5.60	345.00	1,932.00
Luongo, Louise A.	Paralegal	0.90	340.00	306.00
Total Legal Services		228.70		\$177,284.50

2013 Blended Hourly Rate: \$787.79

2013 B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Harris Gutierrez, Franca	7.40	875.00	6,475.00
Newell, Jeremy	0.50	720.00	360.00
Perlstein, William	25.80	1,115.00	28,767.00
Blayney, Michael	1.60	735.00	1,176.00
2013 Total B150 Meetings of and Communications with Creditors	35.30		36,778.00

2013 B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Ewart, Lisa	13.20	805.00	10,626.00
Hume, Lauren	10.00	455.00	4,550.00
Luongo, Louise A.	0.90	340.00	306.00
2013 Total B160 Fee/Employment Applications	24.10		15,482.00

2013 C100 Court Hearings

Timekeeper	Hours	Rate	Total
Perlstein, William	1.00	1,115.00	1,115.00
2013 Total C100 Court Hearings	1.00		1,115.00

2013 D100 Meetings with Governmental and Regulatory Entities

Timekeeper	Hours	Rate	Total
Harris Gutierrez, Franca	0.70	875.00	612.50
Perlstein, William	0.30	1,115.00	334.50
2013 Total D100 Meetings with Governmental and Regulatory Entities	1.00		947.00

2013 D101 – Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel

Timekeeper	Hours	Rate	Total
Ewart, Lisa	18.40	805.00	14,812.00
Harris Gutierrez, Franca	16.50	875.00	14,437.50
Hume, Lauren	40.60	455.00	18,473.00
Newell, Jeremy	23.70	720.00	17,064.00
Perlstein, William	23.90	1,115.00	26,648.50
Blayney, Michael	28.40	735.00	20,874.00
Gorelick, Jamie	1.30	1,200.00	1,560.00
McKernan, Jonathan	5.90	685.00	4,041.50
Strickland, Thomas	3.00	1,040.00	3,120.00
Zoz, Edgar	5.60	345.00	1,932.00
2013 D101 – Research and Other Legal Services Provided by WilmerHale in Connection with its Role as Special Counsel	167.30		122,962.50

DISBURSEMENTS

Description	Total
COMPUTERIZED RESEARCH	897.00
Total Disbursements:	\$897.00

EXHIBIT E

Second Monthly Fee Statement



P.O. BOX 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	04/04/13
Invoice No.	2221440
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through February 28, 2013 in
connection with the Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 106,441.00
Total Disbursements	<u>376.05</u>
Total Amount Due	<u>\$ 106,817.05</u>

PAYABLE WITHIN 15 DAYS

Please remit payment with remittance copy to the above address only or by wire to:

CITIBANK, NA
FBO WILMER CUTLER PICKERING HALE AND DORR LLP, ACCT NO. 37400789, SWIFT NO. CITIUS33, ABA ROUTING NO.
254070116

Please send all correspondence to: 1875 Pennsylvania Avenue, NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Date	Timekeeper	Hours	Value	Description
<u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u>				
02/05/13	Perlstein, William	0.60	669.00	TELECONFERENCE WITH MR. ECKSTEIN, COMMITTEE CHAIRS RE UPCOMING COMMITTEE MEETING
02/06/13	Blayney, Michael	1.70	1,249.50	PARTIAL ATTENDANCE OF CREDITORS COMMITTEE CONFERENCE CALL
02/06/13	Blayney, Michael	1.00	735.00	ATTEND TELECONFERENCE OF JUDGE PECK'S PRESENTATION TO CREDITORS COMMITTEE
02/06/13	Harris Gutierrez, Franca	1.00	875.00	ATTEND TELECONFERENCE OF JUDGE PECK'S PRESENTATION TO CREDITORS COMMITTEE
02/06/13	Harris Gutierrez, Franca	1.80	1,575.00	PARTIAL ATTENDANCE OF CREDITORS COMMITTEE TELECONFERENCE
02/06/13	Perlstein, William	4.30	4,794.50	ATTEND FULL CREDITORS' COMMITTEE MEETING AT KRAMER LEVIN
02/08/13	Perlstein, William	0.30	334.50	FOLLOW-UP WITH COMMITTEE MEMBERS RE CLARIFICATION TO LETTER
02/12/13	Perlstein, William	1.50	1,672.50	PREPARE FOR CALL WITH COUNSEL FOR COMMITTEE MEMBERS PRECEDING FULL COMMITTEE TELECONFERENCE
02/13/13	Harris Gutierrez, Franca	2.20	1,925.00	PARTICIPATE IN CREDITORS COMMITTEE TELECONFERENCE
02/21/13	Harris Gutierrez, Franca	1.80	1,575.00	ATTEND CREDITORS COMMITTEE MEETING TELEPHONICALLY
02/28/13	Perlstein, William	2.00	2,230.00	ATTEND FULL CREDITORS COMMITTEE TELECONFERENCE
		18.20	17,635.00	
<u>B160 - FEE/EMPLOYMENT APPLICATIONS</u>				
02/12/13	Luongo, Louise A.	0.90	306.00	PREPARE SUMMARY CHARTS TO INCLUDE IN FIRST MONTHLY FEE STATEMENT
02/13/13	Luongo, Louise A.	1.20	408.00	FINALIZE DRAFT OF FIRST MONTHLY FEE STATEMENT (.8); DETAILED EMAIL TO MS. EWART AND MS. HUME OUTLINING MATTERS TO REVIEW IN CONNECTION WITH FIRST MONTHLY FEE STATEMENT (.4)
02/20/13	Luongo, Louise A.	0.80	272.00	REVIEW DRAFT OF FIRST MONTHLY FEE STATEMENT BEFORE CALL WITH MS. EWART (.4); CONFERENCE WITH MS. EWART AND MS. HUME REGARDING FIRST MONTHLY FEE STATEMENT (.4)
02/21/13	Luongo, Louise A.	1.50	510.00	CONFERENCE WITH MS. EWART REGARDING COMMENTS MADE TO FIRST INTERIM FEE STATEMENT (.2); ATTEND TO COMMENTS MADE BY MS. EWART (.5); FURTHER REVIEW

Date	Timekeeper	Hours	Value	Description
				AND REVISE FIRST INTERIM FEE STATEMENT (.8)
02/27/13	Luongo, Louise A.	2.80	952.00	REVIEW COMMENTS MADE BY MR. PERLSTEIN TO FIRST MONTHLY FEE STATEMENT (.4); EMAILS WITH MS. PEFFLY REGARDING ADDITIONAL COMMENTS TO FIRST MONTHLY FEE STATEMENT (.5); CONFERENCE WITH MS. EWART REGARDING TRUSTEE OMNIBUS OBJECTION (.3); REVIEW OMNIBUS OBJECTION TO FIRST INTERIM FEE APPLICATION (.5); EMAIL TO MS. EWART OUTLINING ADDITIONAL TRUSTEE COMMENTS (.3); FURTHER REVIEW OF FIRST MONTHLY FEE STATEMENT (.8)
02/28/13	Ewart, Lisa	1.70	1,368.50	EDIT, REVISE, AND FINALIZE MONTHLY FEE APPLICATION (1.5); CONFER WITH MS. LUONGO RE SAME (.2)
02/28/13	Luongo, Louise A.	1.70	578.00	FURTHER REVIEW OF COMMENTS MADE BY MS. EWART TO FIRST MONTHLY FEE STATEMENT (.5); CONFERENCE WITH MS. EWART RE SAME (.2); CONFERENCES WITH MS. PEFFLY REGARDING COMMENTS BY MS. EWART (.3); UPDATE FIRST MONTHLY FEE STATEMENT TO INCLUDE BLENDED RATES (.2); UPDATE LETTER TO MR. NASHESKY AND MR. LEE TO INCLUDE SUMMARY OF FEES AND EXPENSES (.5)
		10.60	4,394.50	

D100 - MEETINGS WITH GOVERNMENTAL AND REGULATORY ENTITIES

02/22/13	Blayney, Michael	0.40	294.00	TELECONFERENCE WITH MS. SARSHIK, FDIC RE REQUEST TO DISCLOSE FDIC EXEMPT RECORDS
02/25/13	Blayney, Michael	0.50	367.50	TELECONFERENCE WITH MS. WHEATLEY FROM FEDERAL RESERVE BOARD ("FRB") RE REQUEST TO DISCLOSE CONFIDENTIAL SUPERVISORY INFORMATION
02/27/13	Blayney, Michael	0.10	73.50	REVIEW VOICE MESSAGE FROM MS. WHEATLEY FROM FRB RE CONVERSATION WITH MR. JOHNSON FROM FDIC ON DOCUMENT ISSUE, REQUEST FOR COPY OF PROTECTIVE ORDER
02/27/13	Blayney, Michael	0.30	220.50	TELECONFERENCE WITH MS. WHEATLEY FROM FRB RE AGENCY ACCESS DOCUMENTS THROUGH FDIC
02/27/13	Blayney, Michael	0.20	147.00	LOCATE, EMAIL COPY OF PROTECTIVE ORDER TO MS. WHEATLEY FROM FDIC PER HER REQUEST
02/27/13	Newell, Jeremy	1.20	864.00	TELECONFERENCE RE FDIC REQUEST WITH MS. MARKEE OF FDIC AND MR. BLAYNEY (.5);

Date	Timekeeper	Hours	Value	Description
				CONFER WITH MR. BLAYNEY RE SAME (.3); TELECONFERENCE WITH MR. BLAYNEY AND MR. SIMON RE SAME (.4)
		2.70	1,966.50	
<u>D101 – RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL</u>				
02/01/13	Hume, Lauren	0.10	45.50	LOCATE MATERIALS FROM PRESENTATION TO FRB
02/01/13	Newell, Jeremy	0.70	504.00	PREPARE FOR (.3) AND TELECONFERENCE WITH MESSRS. PERLSTEIN, DANIELS, GILLEY RE PROPOSED RULE 60(A) MOTION (.4)
02/01/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. NEWELL, MR. DANIELS, MR. GILLEY RE RULE 60 FORECLOSURE SETTLEMENT MOTION
02/03/13	Perlstein, William	0.30	334.50	REVIEW AND EDIT CREDITORS COMMITTEE MEMORANDUM RE RULE 60 MOTION
02/04/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ, MR. PERLSTEIN RE REVIEW OF FDIC DOCUMENTS
02/04/13	Harris Gutierrez, Franca	0.50	437.50	TELECONFERENCE WITH MR. PERLSTEIN, MR. BLAYNEY, MR. SIMON RE BANK REGULATORY PRIVILEGE
02/04/13	Perlstein, William	2.40	2,676.00	TELECONFERENCE WITH MR. SIMON, MS. HARRIS GUTIERREZ, MR. BLAYNEY RE BANK EXAM PRIVILEGE ISSUE (.5); RESEARCH BANK TRANSACTIONS (.4); INITIAL REVIEW OF PRIVILEGED DOCUMENTS (1.5)
02/05/13	Blayney, Michael	2.80	2,058.00	RESEARCH FDIC RULES ON DISCLOSURE OF EXEMPT RECORDS (.7); EMAILS TO MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. NEWELL RE SAME (.2); CONFER WITH MS. HARRIS GUTIERREZ, MR. NEWELL RE REVIEW OF DOCUMENTS RECEIVED FROM KRAMER LEVIN FOR FDIC PRIVILEGE ISSUES (.7); REVIEW DOCUMENTS RECEIVED FROM KRAMER LEVIN FOR BANK EXAM PRIVILEGE (.5); CONFERENCE CALL WITH MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. NEWELL REGARDING BANK EXAM PRIVILEGE DETERMINATIONS (.7)
02/05/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ RE REVIEW OF DOCUMENTS FOR BANK EXAM PRIVILEGE
02/05/13	Blayney, Michael	0.20	147.00	REVIEW PRIVILEGE LOG AGAINST DOCUMENTS RECEIVED FROM KRAMER LEVIN
02/05/13	Harris Gutierrez, Franca	1.40	1,225.00	CONFER WITH MR. BLAYNEY RE BANK EXAM PRIVILEGE REVIEW (.2); REVIEW PROPOSED

Date	Timekeeper	Hours	Value	Description
				FILING AND ASSOCIATED CONFIDENTIAL SUPERVISORY INFORMATION MATERIAL (1.2)
02/05/13	Harris Gutierrez, Franca	0.70	612.50	TELECONFERENCE WITH MR. PERLSTEIN, MR. DENK, MR. SIMON, MS. ROCHAN RE BANK EXAMINATION PRIVILEGE
02/05/13	Harris Gutierrez, Franca	0.40	350.00	CONFER WITH MR. NEWELL RE TREATMENT OF CONFIDENTIAL SUPERVISORY INFORMATION
02/05/13	Harris Gutierrez, Franca	0.70	612.50	CONFER WITH MR. PERLSTEIN, MR. BLAYNEY AND MR. NEWELL RE BANK EXAM PRIVILEGE STATUS OF REFERENCED DOCUMENTS
02/05/13	Newell, Jeremy	3.20	2,304.00	REVIEW DOCUMENTS RELATED TO BANK EXAMINATION PRIVILEGE QUESTIONS (1.4); DISCUSS SAME WITH MS. HARRIS GUTIERREZ (.4); DISCUSS SAME WITH MS. HARRIS GUTIERREZ, MESSRS. PERLSTEIN AND BLAYNEY (.7); DISCUSS SAME WITH MS. HARRIS GUTIERREZ, MR. BLAYNEY AND KRAMER LEVIN REPRESENTATIVES (.7)
02/05/13	Perlstein, William	0.20	223.00	TELECONFERENCE WITH MR. IRELAND RE FRB CONSENT ORDER
02/05/13	Perlstein, William	3.10	3,456.50	CONTINUED REVIEW OF BANK EXAM PRIVILEGE DOCUMENTS (1.3); REVIEW BANK EXAM PRIVILEGE REGULATIONS (.4); TELECONFERENCE WITH MR. BLAYNEY, MS. HARRIS GUTIERREZ, MR. NEWELL RE BANK EXAM PRIVILEGE ISSUE (.7); TELECONFERENCE WITH MR. SIMON, MR. DENK, MS. ROCHAN, MS. HARRIS GUTIERREZ RE BANK EXAM PRIVILEGE (.7)
02/06/13	Altman, Jordana	0.60	237.00	TELECONFERENCE (.3) AND EMAIL CORRESPONDENCE WITH MR. BLAYNEY RE REVIEW OF FILED BANKRUPTCY DOCUMENTS FOR BANK EXAMINATION PRIVILEGE (.3)
02/06/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ RE CREDITORS COMMITTEE CONFERENCE CALL
02/06/13	Blayney, Michael	0.10	73.50	DRAFT EMAIL TO MR. NATIVIDAD, ALIXPARTNERS, RE ACCESS TO DOCUMENT DEPOSITORY
02/06/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ, MR. NEWELL RE GROUNDS FOR AGENCY APPROVAL OF USE OF PRIVILEGED DOCUMENTS
02/06/13	Blayney, Michael	0.70	514.50	CONFER WITH MR. PERLSTEIN, MS. HARRIS GUTIERREZ RE CREDITORS COMMITTEE MEETING, DOCUMENT REVIEW FOR BANK EXAM PRIVILEGE

Date	Timekeeper	Hours	Value	Description
02/06/13	Blayney, Michael	0.30	220.50	CONFER WITH MS. ALTMAN RE DOCUMENT PRIVILEGE REVIEW
02/06/13	Blayney, Michael	0.40	294.00	CONFER WITH MS. HARRIS GUTIERREZ AND MR. PERLSTEIN RE PRIVILEGE REVIEW
02/06/13	Blayney, Michael	1.10	808.50	CONFER WITH MS. EWART RE DOCUMENT PRIVILEGE REVIEW (.2); CONFER WITH MS. HARRIS GUTIERREZ, MR. NEWELL RE DOCUMENT DEPOSITORY PRIVILEGE REVIEW (.2); REVIEW DOCUMENTS RECEIVED FROM KRAMER LEVIN RE ACCESS TO DOCUMENT DEPOSITORY (.6); CONFER WITH MS. HARRIS GUTIERREZ RE LETTER TO RESCAP REGARDING INDEPENDENT FORECLOSURE REVIEW (.1)
02/06/13	Ewart, Lisa	0.20	161.00	CONFER WITH MR. BLAYNEY RE BANK PRIVILEGE REVIEW
02/06/13	Harris Gutierrez, Franca	0.40	350.00	CONFER WITH MR. PERLSTEIN, MR. BLAYNEY RE CREDITORS COMMITTEE MEETING, DOCUMENT REVIEW FOR BANK EXAM PRIVILEGE
02/06/13	Harris Gutierrez, Franca	0.10	87.50	CONFER WITH MR. BLAYNEY RE INDEPENDENT FORECLOSURE REVIEW LETTER
02/06/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. BLAYNEY AND MR. NEWELL RE BANK EXAM PRIVILEGE REVIEW
02/06/13	Hume, Lauren	0.10	45.50	REVIEW ARTICLE REGARDING ALLY, RESCAP SETTLEMENT SENT BY MR. PERLSTEIN
02/06/13	Perlstein, William	1.20	1,338.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ, MR. BLAYNEY RE CONSENT ORDER, BANK PRIVILEGE ISSUES (.4); MEET WITH MR. MANNAL, MR. ECKSTEIN RE CREDITORS COMMITTEE STRATEGY (.8)
02/07/13	Altman, Jordana	2.50	987.50	GENERATE REVIEW FOLDERS IN DATABASE AND DRAFT REVIEW TRACKING CHART IN PREPARATION FOR REVIEW OF FILED BANKRUPTCY DOCUMENTS FOR BANK EXAMINATION PRIVILEGE
02/07/13	Altman, Jordana	0.50	197.50	REVIEW FILED BANKRUPTCY DOCUMENTS FOR BANK EXAMINATION PRIVILEGE
02/07/13	Blayney, Michael	0.80	588.00	DRAFT LETTER TO DEBTOR RE FRB SETTLEMENT
02/07/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ RE LETTER TO DEBTOR RE FRB SETTLEMENT
02/07/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. EWART RE REVIEW OF LETTER ON FRB SETTLEMENT
02/07/13	Blayney, Michael	0.30	220.50	REVIEW PROVISIONS OF SUPPLEMENTAL AGREEMENT BETWEEN ALLY AND FRB (.2);

Date	Timekeeper	Hours	Value	Description
				EMAIL WITH MR. PERLSTEIN RE SAME (.1)
02/07/13	Blayney, Michael	0.10	73.50	EMAIL WITH MS. EWART RE DOCUMENT PRIVILEGE REVIEW
02/07/13	Blayney, Michael	0.20	147.00	EMAILS WITH PRIVILEGE REVIEW TEAM RE STATUS OF COLLECTION OF DOCUMENTS FOR REVIEW
02/07/13	Ewart, Lisa	0.40	322.00	REVISE, EDIT DRAFT LETTER RE SETTLEMENT (.3); EMAIL MR. BLAYNEY REGARDING SUGGESTED CHANGES TO SAME (.1)
02/07/13	Harris Gutierrez, Franca	0.20	175.00	REVIEW DRAFT LETTER TO DEBTOR ON INDEPENDENT FORECLOSURE REVIEW
02/07/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. BLAYNEY RE LETTER TO DEBTOR ON FRB SETTLEMENT
02/07/13	Perlstein, William	2.10	2,341.50	TELECONFERENCE WITH MR. SCHWINGER RE BANK EXAM PRIVILEGE (.4); REVIEW EMAILS FROM MR. BLAYNEY RE BANK EXAM PRIVILEGE DOCUMENTS (.3); TELECONFERENCE WITH MR. DERMONT FROM MOELIS RE TREASURY ISSUES (.3); REVIEW AND REVISE LETTER TO MR. IRELAND RE FRB SETTLEMENT (.9); EMAIL MR. IRELAND RE SAME (.2)
02/08/13	Altman, Jordana	1.00	395.00	DRAFT REVIEW INSTRUCTIONS (.7) AND EMAIL CORRESPONDENCE IN PREPARATION FOR REVIEW OF FILED BANKRUPTCY DOCUMENTS FOR BANK EXAMINATION PRIVILEGE (.3)
02/08/13	Altman, Jordana	3.50	1,382.50	REVIEW FILED BANKRUPTCY DOCUMENTS FOR BANK EXAMINATION PRIVILEGE (1.7); EDIT REVIEW TRACKING CHART (1.8)
02/08/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. ALI RE REVIEW OF DOCUMENTS FOR BANK PRIVILEGE
02/08/13	Blayney, Michael	0.30	220.50	REVIEW EMAILS FROM CLEARY GOTTLIEB RE COMMENTS TO LETTER TO RESCAP RE FRB SETTLEMENT
02/08/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ RE DRAFT LETTER TO DEBTOR RE FRB SETTLEMENT
02/08/13	Blayney, Michael	1.20	882.00	EMAILS, TELECONFERENCES WITH INTERNAL TEAM MEMBERS RE DOCUMENT REVIEW
02/08/13	Blayney, Michael	0.40	294.00	CONFER WITH MR. JOHNSON RE REVIEW OF DOCUMENTS FOR BANK PRIVILEGE
02/08/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. EWART RE QUESTION FROM MR. ECKSTEIN ON DRAFT LETTER TO DEBTOR RE FRB SETTLEMENT

Date	Timekeeper	Hours	Value	Description
02/08/13	Ewart, Lisa	1.10	885.50	REVIEW DRAFT LETTER AND PROVIDE CITATIONS (.9); CONFER WITH MR. BLAYNEY RE SAME (.2)
02/08/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. BLAYNEY RE LETTER TO DEBTORS AND FRB SETTLEMENT
02/08/13	Harris Gutierrez, Franca	0.50	437.50	CONFER WITH INTERNAL TEAM RE BANK EXAM PRIVILEGE REVIEW
02/08/13	Newell, Jeremy	0.40	288.00	REVIEW DRAFT FRB SETTLEMENT LETTER
02/08/13	Perlstein, William	1.10	1,226.50	FINALIZE AND SEND LETTER TO MR. IRELAND RE FRB SETTLEMENT (.4); REVIEW EMAIL MATERIALS RE BANK EXAM PRIVILEGE ISSUE; (.2); TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE FRB ISSUES (.5)
02/11/13	Newell, Jeremy	0.70	504.00	CONFER WITH MR. DANIELS RE DRAFT RULE 60(A) MOTION STIPULATION (.3); REVIEW DRAFT KRAMER LEVIN COMMENTS TO SAME (.4)
02/11/13	Perlstein, William	0.30	334.50	TELECONFERENCE WITH MR. SIMON RE BANK EXAM PRIVILEGE DOCUMENTS
02/12/13	Perlstein, William	0.50	557.50	REVIEW AND COMMENT ON DRAFT RULE 60 MOTION
02/12/13	Perlstein, William	0.30	334.50	REVISE AND SEND LETTER TO MR. IRELAND RE FRB SETTLEMENT
02/15/13	Perlstein, William	0.30	334.50	TELECONFERENCE WITH MR. SIMON RE BANK EXAM PRIVILEGE DOCUMENTS
02/16/13	Harris Gutierrez, Franca	0.50	437.50	CORRESPOND WITH MR. PERLSTEIN, MR. BLAYNEY, MR. NEWELL RE BANK EXAM PRIVILEGE REQUESTS AND STRATEGY
02/16/13	Newell, Jeremy	0.30	216.00	EMAILS WITH MS. HARRIS GUTIERREZ, MR. PERLSTEIN, MR. BLAYNEY RE STRATEGY RE REQUEST TO FDIC
02/17/13	Blayney, Michael	0.80	588.00	CONFER WITH MR. NEWELL, MS. HARRIS GUTIERREZ RE STRATEGY FOR BANK EXAM PRIVILEGE ISSUE
02/17/13	Blayney, Michael	1.50	1,102.50	TELECONFERENCE WITH MR. SIMON, RE BANK EXAM PRIVILEGE ISSUES
02/17/13	Blayney, Michael	1.50	1,102.50	DRAFT FACT SECTION OF LETTER TO FDIC (1.0); REVIEW, REVISE ENTIRE DRAFT LETTER (.5)
02/17/13	Blayney, Michael	0.50	367.50	CONFER WITH MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. NEWELL, MR. SIMON RE BANK EXAM PRIVILEGE ISSUES
02/17/13	Blayney, Michael	1.50	1,102.50	CONFERENCE CALL WITH MR. SIMON, MR. NEWELL, MR. PERLSTEIN, MS. HARRIS, GUTIERREZ, MR. SCHINFELD, MR. MANNAL,

Date	Timekeeper	Hours	Value	Description
				MR. ECKSTEIN RE BANK EXAM PRIVILEGE ISSUES
02/17/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ RE STRATEGY FOR DRAFTING DOCUMENT DISCLOSURE REQUEST LETTERS
02/17/13	Harris Gutierrez, Franca	4.90	4,287.50	TELECONFERENCE WITH MR. SIMON, MR. NEWELL, MR. PERLSTEIN, MR. SCHINFELD, MR. MANNAL, MR. ECKSTEIN RE REQUESTS FOR BANK EXAM PRIVILEGE (1.5); CONFER WITH MR. NEWELL AND MR. BLAYNEY RE REQUEST SUBMISSION (.5); CONFER WITH MR. BLAYNEY RE LETTER REQUEST (.2); REVIEW AND REVISE LETTER REQUEST TO FRB (.7); REVIEW EXAMINER SUBMISSION INTRODUCTION (2.0)
02/17/13	Newell, Jeremy	6.20	4,464.00	TELECONFERENCE WITH MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. BLAYNEY RE REQUESTS (1.5); TELECONFERENCE WITH MR. BLAYNEY AND MS. HARRIS GUTIERREZ RE BANK EXAM PRIVILEGE (.8); TELECONFERENCE RE SAME WITH MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. BLAYNEY AND MR. SIMON (.5); RESEARCH FDIC AND FRB REGULATIONS (1.7); TELECONFERENCE WITH MR. BLAYNEY AND MR. SIMON RE BACKGROUND FACTS FOR REQUEST LETTER (.5); DRAFT REQUEST LETTER TO THE FDIC (1.2)
02/17/13	Perlstein, William	2.30	2,564.50	TELECONFERENCE WITH MS. HARRIS GUTIERREZ, MR. NEWELL, MR. BLAYNEY RE BANK EXAM PRIVILEGE (.5); TELECONFERENCE WITH MR. SIMON, MR. SCHINFELD, MS. HARRIS GUTIERREZ, MR. NEWELL RE BANK EXAM PRIVILEGE ISSUES (1.5); REVIEW EMAILS BETWEEN KRAMER AND KIRKLAND RE BANK EXAM PRIVILEGE DOCUMENTS (.3)
02/18/13	Blayney, Michael	0.80	588.00	DRAFT LETTER TO FRB RE CONFIDENTIAL SUPERVISORY INFORMATION
02/18/13	Blayney, Michael	0.70	514.50	REVISE FDIC LETTER BASED ON COMMENTS RECEIVED FROM KRAMER LEVIN
02/18/13	Blayney, Michael	0.70	514.50	REVIEW, REVISE DRAFT LETTER TO FDIC RE CONFIDENTIAL SUPERVISORY INFORMATION (.5); CONFER WITH MR. NEWELL RE SAME (.2)
02/18/13	Harris Gutierrez, Franca	0.50	437.50	CONFER WITH MR. NEWELL RE COMMENTS ON REQUEST LETTER (.2); CORRESPOND WITH MR. NEWELL AND MR. BLAYNEY RE FDIC AND FRB REQUESTS (.3)
02/18/13	Newell, Jeremy	3.30	2,376.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE DRAFT REQUEST LETTER TO THE FDIC(.2); DISCUSS SAME WITH MR.

Date	Timekeeper	Hours	Value	Description
				BLAYNEY (.2); REVISE DRAFT REQUEST LETTER TO THE FDIC (2.6); EMAIL TO MR. SIMON RE SAME (.3)
02/18/13	Perlstein, William	0.30	334.50	REVIEW DRAFT LETTER TO FDIC
02/19/13	Blayney, Michael	0.40	294.00	DRAFT EMAIL TO MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. NEWELL RE CURRENT STATUS OF DISCUSSIONS ON BANK EXAM PRIVILEGE ISSUE (.2); REVISE DRAFT LETTERS TO FDIC, FRB RE SAME (.2)
02/19/13	Blayney, Michael	0.10	73.50	CONFER WITH MR. PERLSTEIN RE CALL FROM MR. SIMON
02/19/13	Blayney, Michael	0.60	441.00	TELECONFERENCE WITH MR. SIMON RE STATUS OF DISCUSSIONS WITH AFI COUNSEL ON BANK EXAM PRIVILEGE ISSUE (.3); CONFER WITH MS. HARRIS GUTIERREZ RE CALL FROM MR. SIMON (.3)
02/19/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. BLAYNEY RE CONFIDENTIAL SUPERVISORY INFORMATION REQUEST
02/19/13	Harris Gutierrez, Franca	0.40	350.00	CONFER WITH MR. NEWELL RE FDIC AND FRB LETTER REQUESTS
02/19/13	Newell, Jeremy	0.50	360.00	DISCUSS FDIC CLAWBACK ISSUES WITH MS. HARRIS GUTIERREZ (.4); EMAIL SUMMARY OF SAME DISCUSSION TO MESSRS. PERLSTEIN AND BLAYNEY (.1)
02/19/13	Perlstein, William	0.40	446.00	REVIEW FINAL RULE 60(A) MOTION AND PLEADINGS
02/20/13	Blayney, Michael	0.40	294.00	REVISE LETTERS TO FDIC, FRB BASED ON COMMENTS RECEIVED FROM KRAMER LEVIN (.3); FORWARD REVISED LETTERS TO MS. HARRIS GUTIERREZ, MR. PERLSTEIN, MR. NEWELL (.1)
02/20/13	Harris Gutierrez, Franca	0.20	175.00	REVIEW REVISED LETTER REQUESTING ACCESS TO CONFIDENTIAL SUPERVISORY INFORMATION
02/21/13	Blayney, Michael	0.10	73.50	TELECONFERENCE WITH MR. SIMON, MS. HARRIS GUTIERREZ RE BANK EXAM PRIVILEGE ISSUE
02/21/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ RE PROCEDURE FOR COMMUNICATING WITH FRB, FDIC ON BANK EXAM PRIVILEGE ISSUE
02/21/13	Blayney, Michael	1.80	1,323.00	DRAFT LETTER TO FRB RE BANKING AGENCY POWER
02/21/13	Blayney, Michael	0.20	147.00	TELECONFERENCE WITH MR. SCHINFELD RE PLAN FOR LETTERS TO FDIC, FRB
02/21/13	Blayney, Michael	1.20	882.00	BEGIN REVIEWING DOCUMENTS SENT BY MR. SCHINFELD FOR BANK EXAM PRIVILEGE

Date	Timekeeper	Hours	Value	Description
ISSUES				
02/21/13	Blayney, Michael	0.60	441.00	CONFER WITH MS. HARRIS GUTIERREZ RE LETTER TO FRB
02/21/13	Blayney, Michael	0.10	73.50	PREPARE EXHIBITS FOR LETTERS TO FDIC, FRB
02/21/13	Blayney, Michael	0.60	441.00	REVISE LETTERS TO FDIC, FRB AS PER COMMENTS OF KRAMER LEVIN
02/21/13	Harris Gutierrez, Franca	1.00	875.00	TELECONFERENCE WITH MR. PERLSTEIN RE FRB INDEPENDENT FORECLOSURE REVIEW ORDER (.4); TELECONFERENCE WITH MR. BLANEY RE LETTER TO FRB (.6)
02/21/13	Harris Gutierrez, Franca	0.70	612.50	CORRESPOND WITH MR. MANNAL, RE FRB OUTREACH STRATEGY
02/21/13	Newell, Jeremy	1.40	1,008.00	REVISE DRAFT LETTER RE BANKING AGENCY POWER
02/21/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE FRB INDEPENDENT FORECLOSURE REVIEW ORDER (0.4); REVIEW INDEPENDENT FORECLOSURE REVIEW MATERIALS, EMAILS RE FRB ORDER (0.3)
02/22/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ RE STATUS OF SENDING LETTER TO FRB
02/22/13	Blayney, Michael	0.30	220.50	REVIEW REVISED LETTERS TO FDIC, FRB RECEIVED FROM KRAMER LEVIN
02/22/13	Blayney, Michael	0.20	147.00	CONFER WITH MS. HARRIS GUTIERREZ RE DISCLOSURE ISSUE
02/22/13	Blayney, Michael	0.20	147.00	TELECONFERENCE WITH MR. SIMON RE STRATEGY TO ADDRESS REGULATORY AGENCIES
02/22/13	Blayney, Michael	0.50	367.50	CONFERENCE CALL WITH MR. IRELAND, MR. PERLSTEIN, MS. HARRIS GUTIERREZ RE CREDITORS COMMITTEE'S VIEW ON MORTGAGE SETTLEMENT, STATUS OF INDEPENDENT FORECLOSURE REVIEW
02/22/13	Blayney, Michael	0.20	147.00	TELECONFERENCE WITH MR. SCHINFELD RE STATUS OF REQUEST LETTERS
02/22/13	Blayney, Michael	0.70	514.50	COMPLETE PREPARATION OF PACKAGES TO MAIL TO FDIC AND FRB RE CONFIDENTIAL SUPERVISORY INFORMATION
02/22/13	Blayney, Michael	0.10	73.50	EMAIL TO INTERNAL WH TEAM RE RESULTS OF CONVERSATION WITH MR. SIMON
02/22/13	Blayney, Michael	0.40	294.00	CONFER WITH MR. NEWELL RE STRATEGY TO ADDRESS DISCLOSURE OF CONFIDENTIAL SUPERVISORY INFORMATION
02/22/13	Blayney, Michael	0.40	294.00	CONFER WITH MS. HARRIS GUTIERREZ RE RESULTS OF CONVERSATION WITH MS.

Date	Timekeeper	Hours	Value	Description
				SARSHIK FROM FDIC (.2); EMAILS WITH MS. HARRIS GUTIERREZ, MR. NEWELL RE SAME (.2)
02/22/13	Ewart, Lisa	0.70	563.50	CONFER WITH MR. NEWELL RE DRAFT LETTER RE BANKING AGENCY POWER (.3); REVIEW, REVISE DRAFT LETTER RE BANKING AGENCY POWER (.4)
02/22/13	Harris Gutierrez, Franca	0.40	350.00	CONFER WITH MR. BLAYNEY AND MR. NEWELL RE ACCESS TO AGENCY SUPERVISORY INFORMATION
02/22/13	Harris Gutierrez, Franca	0.50	437.50	TELECONFERENCE WITH MR. IRELAND, MR. PERLSTEIN, MR. BLAYNEY AND MR. MANNAL RE INDEPENDENT FORECLOSURE REVIEW MODIFICATION AND FRB SETTLEMENT
02/22/13	Newell, Jeremy	1.70	1,224.00	DISCUSS APPROACH TO FDIC REQUEST WITH MS. HARRIS GUTIERREZ, MESSRS. BLAYNEY AND PERLSTEIN (.4); REVIEW DRAFT LETTER RE BANKING AGENCY POWER (1.0); TELECONFERENCE WITH MS. EWART RE SAME (.3)
02/22/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. IRELAND RE PREPARATION FOR FRB MEETING
02/25/13	Blayney, Michael	0.20	147.00	EMAIL WITH MS. HARRIS GUTIERREZ, MR. NEWELL RE CONVERSATION WITH MS. WHEATLEY FROM FRB
02/25/13	Blayney, Michael	0.70	514.50	CONFER WITH MR. NEWELL RE CONVERSATIONS WITH REGULATORY AGENCIES RE BANK PRIVILEGE DOCUMENTS (.3), TELECONFERENCE WITH MR. SIMON RE SAME (.4)
02/25/13	Casto, Daniel	0.20	121.00	CONFER WITH MR NEWELL RE RELEASE OF CONFIDENTIAL INFORMATION
02/25/13	Casto, Daniel	1.20	726.00	PREPARE LETTER TO UTAH DEPARTMENT OF FINANCIAL INSTITUTIONS
02/25/13	Casto, Daniel	1.80	1,089.00	REVIEW RULES RE RELEASE OF CONFIDENTIAL INFORMATION
02/25/13	Casto, Daniel	0.20	121.00	EMAIL TO MR. NEWELL, MR. BLAYNEY RE REQUEST OF CONFIDENTIAL INFORMATION
02/25/13	Casto, Daniel	0.40	242.00	REVIEW LETTER SENT TO FDIC REQUESTING RELEASE OF CONFIDENTIAL INFORMATION
02/25/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. NEWELL RE FRB CALL AND LITIGATION STEPS
02/25/13	Perlstein, William	0.40	446.00	MEET WITH MR. NEWELL RE BANK EXAM PRIVILEGE ISSUES
02/25/13	Perlstein, William	0.60	669.00	REVIEW DRAFT MATERIAL RE CRO, EXTENSION MOTION

Date	Timekeeper	Hours	Value	Description
02/26/13	Blayney, Michael	0.20	147.00	TELECONFERENCE WITH MR. SIMON, MR. NEWELL RE THOUGHTS OF KRAMER LEVIN ON DOCUMENT DISCLOSURE ISSUES
02/26/13	Blayney, Michael	0.10	73.50	EMAIL TO MR. PERLSTEIN, MS. HARRIS GUTIERREZ RE RESULTS OF CALL WITH MR. SIMON
02/26/13	Blayney, Michael	0.50	367.50	CONFER WITH MS. HARRIS GUTIERREZ, MR. NEWELL, MR. PERLSTEIN RE STATUS OF DISCUSSIONS ON FDIC, FRB DOCUMENT DISCLOSURE ISSUES
02/26/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. PERLSTEIN, MR. BLAYNEY AND MR. NEWELL RE FRB/FDIC DATA REQUEST AND INDEPENDENT FORECLOSURE REVIEW MOTION
02/26/13	Newell, Jeremy	0.70	504.00	CONFER WITH MR. BLAYNEY, MR. SIMON RE DOCUMENT DISCLOSURE ISSUES (.2); DISCUSS REQUESTS WITH MR. PERLSTEIN, MR. BLAYNEY AND MS. HARRIS GUTIERREZ (.5)
02/26/13	Perlstein, William	0.80	892.00	TELECONFERENCE WITH MESSRS. MANNAL, ECKSTEIN, LEE, IRELAND RE FRB ORDER
02/26/13	Perlstein, William	0.80	892.00	TELECONFERENCE WITH MESSRS. ECKSTEIN, MANNAL, MS. RINGER RE FRB ISSUES, DEBTOR'S MOTION, DEBTOR'S MEETING WITH FRB
02/26/13	Perlstein, William	0.50	557.50	REVIEW CREDITORS COMMITTEE MATERIALS ON CRO, DEBTOR ISSUES
02/26/13	Perlstein, William	0.60	669.00	TELECONFERENCE WITH MR. IRELAND RE FRB MEETING (.3); BRIEF MS. HARRIS GUTIERREZ AND MR. NEWELL ON FRB ISSUES (.3)
02/26/13	Perlstein, William	0.50	557.50	REVIEW DRAFT DEBTOR'S MOTION RE FRB CLAIMS
02/27/13	Blayney, Michael	0.20	147.00	TELECONFERENCE WITH MR. SIMON RE WHETHER FRB ACCESS TO DISPUTED DOCUMENTS THROUGH FDIC
02/27/13	Blayney, Michael	0.30	220.50	CONFERENCE WITH MR. NEWELL RE RESULTS OF CONVERSATION WITH FDIC ON EXEMPT RECORDS ISSUE
02/27/13	Blayney, Michael	0.40	294.00	TELECONFERENCE WITH MR. SIMON, MR. NEWELL RE RESULTS OF CONVERSATION WITH FDIC ON DISCLOSURE ISSUE, STRATEGY GOING FORWARD
02/27/13	Blayney, Michael	0.20	147.00	CONFER WITH MR. PERLSTEIN RE STATUS OF DISCUSSIONS WITH MR. SIMON ON DOCUMENTS ISSUE, SCHEDULED HEARING
02/27/13	Blayney, Michael	0.50	367.50	TELECONFERENCE WITH MS. MARKEE, MR.

Date	Timekeeper	Hours	Value	Description
				JOHNSON FROM FDIC, MR. NEWELL RE DOCUMENT REQUESTS
02/27/13	Blayney, Michael	0.10	73.50	CONFER WITH MS. HARRIS GUTIERREZ, MR. NEWELL RE STATUS OF DISCUSSIONS WITH MR. SIMON, MS. WHEATLEY ON DOCUMENT ISSUE
02/27/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH MESSRS. LEE, IRELAND, ECKSTEIN, MANNAL, MS. RINGER RE FRB ISSUES, CHAMBERS CONFERENCE
02/28/13	Blayney, Michael	0.10	73.50	EMAILS WITH KRAMER LEVIN RE REVISED DRAFTS OF LETTERS TO FRB, FDIC
02/28/13	Perlstein, William	0.80	892.00	CALL WITH MR. ECKSTEIN, MR. MANNAL, MR. DERMONT, MR. PUCHALA FROM MOELIS RE TREASURY
		102.50	82,445.00	
Total			<u>134.00</u>	

Date	Cost	Description
02/06/13	-168.30	TRAVEL RAIL, FRANCA HARRIS GUTIERREZ, 01/30/2013 TO 01/30/2013, INV: 0313260602062047; ONE WAY AMTRAK REFUND AMTRAK WASHINGTON DC
02/06/13	2.25	TRAVEL RAIL, FRANCA HARRIS GUTIERREZ, 01/30/2013 TO 01/30/2013, INV: 0313260602062047; PATH COMMUTER TRAIN TO NYC FROM NEWARK PATH TVM*NEWARK HW BM 800-234-7284 NY PATH TRAIN FROM NEWARK TO WORLD TRADE CENTER OFFICE
02/06/13	187.00	TRAVEL RAIL, FRANCA HARRIS GUTIERREZ, 01/30/2013 TO 01/30/2013, INV: 0313260602062047; CLIENT MEETING AMTRAK WASHINGTON DC - REFUNDED BY ENTRY ABOVE
02/06/13	355.00	TRAVEL RAIL, FRANCA HARRIS GUTIERREZ, 01/30/2013 TO 01/30/2013, INV: 0313260602062047; ROUNDTRIP AMTRAK TO NEWARK, NJ AMTRAK WASHINGTON DC - COACH CLASS TRAVEL
02/12/13	-484.48	TRAVEL AIRFARE, FRANCA HARRIS GUTIERREZ, 01/30/2013 TO 01/30/2013, INV: 0315901302122052; TRAVEL TO NYC FOR CLIENT MEETING - REFUND US AIRWAYS INC. BOSTON MA
02/12/13	484.48	TRAVEL AIRFARE, FRANCA HARRIS GUTIERREZ, 01/30/2013 TO 01/30/2013, INV: 0315901302122052; TRAVEL TO NYC FOR CLIENT MEETING US AIRWAYS INC. BOSTON MA - REFUNDED BY ENTRY ABOVE
	375.95	
02/28/13	0.10	PHOTOCOPY - FOR THE PERIOD ENDING - February 28, 2013 - 1 ITEMS
	0.10	

Total \$ 376.05

LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	30.70	1,115.00	34,230.50
Harris Gutierrez, Franca	Partner	22.30	875.00	19,512.50
Ewart, Lisa	Counsel	4.10	805.00	3,300.50
Blayney, Michael	Counsel	35.60	735.00	26,166.00
Newell, Jeremy	Counsel	20.30	720.00	14,616.00
Casto, Daniel	Sr. Associate	3.80	605.00	2,299.00
Hume, Lauren	Associate	0.20	455.00	91.00
Altman, Jordana	Staff Attorney	8.10	395.00	3,199.50
Luongo, Louise A.	Paralegal	8.90	340.00	3,026.00
Total Legal Services		134.00		\$106,441.00

B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	8.70	1,115.00	9,700.50
Blayney, Michael	2.70	735.00	1,984.50
Harris Gutierrez, Franca	6.80	875.00	5,950.00
Total B150 Meetings of and Communications with Creditors	18.20		17,635.00

B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Luongo, Louise A.	8.90	340.00	3,026.00
Ewart, Lisa	1.70	805.00	1,368.50
Total B160 Fee/Employment Applications	10.60		4,394.50

D100 Meetings with Governmental and Regulatory Entities

Timekeeper	Hours	Rate	Total
Blayney, Michael	1.50	735.00	1,102.50
Newell, Jeremy	1.20	720.00	864.00
Total D100 Meetings with Governmental and Regulatory Entities	2.70		1,966.50

D101 Research and Other Legal Services Provided by WilmerHale in Connection with Its Role as Special Counsel

Timekeeper	Hours	Rate	Total
Hume, Lauren	0.20	455.00	91.00
Newell, Jeremy	19.10	720.00	13,752.00
Perlstein, William	22.00	1,115.00	24,530.00
Blayney, Michael	31.40	735.00	23,079.00
Harris Gutierrez, Franca	15.50	875.00	13,562.50
Altman, Jordana	8.10	395.00	3,199.50
Ewart, Lisa	2.40	805.00	1,932.00
Casto, Daniel	3.80	605.00	2,299.00
Total Research and Other Legal Services Provided by WilmerHale in Connection with Its Role as Special Counsel	102.50		82,445.00

DISBURSEMENTS

Description	Total
PHOTOCOPY	0.10
TRAVEL	375.95
Total Disbursements:	\$376.05

Exhibit F

Third Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	04/30/13
Invoice No.	2227713
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through March 31, 2013 in connection
with the Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 97,461.50
Total Disbursements	<u>928.69</u>
Total Amount Due	<u>\$ 98,390.19</u>

PAYABLE WITHIN 15 DAYS

Please remit payment with remittance copy to the above address only or by wire to:

CITIBANK, NA
FBO WILMER CUTLER PICKERING HALE AND DORR LLP, ACCT NO. 37400789, SWIFT NO. CITIUS33, ABA ROUTING NO.
254070116

Please send all correspondence to: 1875 Pennsylvania Avenue, NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Wilmer Cutler Pickering Hale and Dorr LLP is a Delaware limited liability partnership. Our United Kingdom offices are operated under a separate Delaware limited liability partnership.

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Date	Timekeeper	Hours	Value	Description
B150 - Meetings of and Communications with Creditors				
03/06/13	Perlstein, William	1.00	1,115.00	PARTIAL ATTENDANCE IN WEEKLY FULL CREDITORS COMMITTEE CALL
03/13/13	Perlstein, William	1.80	2,007.00	ATTEND FULL CREDITORS COMMITTEE TELECONFERENCE
03/20/13	Perlstein, William	5.00	5,575.00	ATTEND ALL DAY CREDITORS COMMITTEE MEETING
03/28/13	Perlstein, William	1.50	1,672.50	PARTICIPATE IN FULL CREDITORS COMMITTEE CONFERENCE CALL
		9.30	10,369.50	
B160 - Fee/Employment Applications				
03/01/13	Luongo, Louise A.	1.60	544.00	CONTINUE TO PREPARE FIRST MONTHLY FEE STATEMENT, INCLUDING UPDATING SUMMARY CHARTS (1.5); EMAIL WITH MS. THOMPSON REGARDING SERVICE OF MONTHLY FEE STATEMENTS (.1)
03/05/13	Ewart, Lisa	1.50	1,207.50	FINALIZE FIRST MONTHLY FEE STATEMENT
03/13/13	Luongo, Louise A.	0.70	238.00	BEGIN TO PREPARE SECOND MONTHLY FEE STATEMENT
03/26/13	Luongo, Louise A.	0.80	272.00	REVIEW PRIVILEGE COMMENTS MADE BY MS. EWART TO SECOND MONTHLY FEE STATEMENT (.4); REVIEW OMNIBUS OBJECTION TO SECOND FEE APPLICATIONS OF PROFESSIONALS (.4)
03/28/13	Ewart, Lisa	2.10	1,690.50	REVIEW DRAFT OF SECOND MONTHLY FEE STATEMENT AND

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
REVISE POTENTIAL REDACTIONS				
		6.70	3,952.00	
C100 - Court Hearings				
03/18/13	Perlstein, William	1.30	1,449.50	ATTEND STATUS CONFERENCE REGARDING DEBTOR'S IFR CLAIM MOTION
03/21/13	Hume, Lauren	2.50	1,137.50	ATTEND COURT HEARING REGARDING DEBTORS' MOTION TO CLASSIFY (2.0); MEET WITH MR. PERLSTEIN, MR. ECKSTEIN, DEBTORS' COUNSEL REGARDING HEARING (.5)
03/21/13	Perlstein, William	2.50	2,787.50	ATTEND COURT HEARING ON FRB IFR CLAIM (2.0); MEETING WITH MS. HARRIS GUTIERREZ AND MR. ECKSTEIN REGARDING HEARING (.5)
		6.30	5,374.50	
D100 - Meetings with Governmental and Regulatory entities				
03/27/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. ASHTON FROM FRB RE FRB CLAIM
03/28/13	Perlstein, William	0.40	446.00	EMAIL TO MR. ASHTON RE PWC RETENTION AGREEMENT
		0.80	892.00	
D101 - Research/other legal services by WilmerHale as sp. counsel				
03/01/13	Blayney, Michael	0.60	441.00	TELECONFERENCE WITH MR. NEWELL, MR. SIMON RE: CURRENT STATUS OF LETTERS TO FDIC, FRB, KRAMER LEVIN COMMENTS TO SAME (.4); REVIEW SAME (.2)
03/01/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. PERLSTEIN RE: KRAMER COMMENTS ON LETTERS TO AGENCIES

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
03/01/13	Newell, Jeremy	0.40	288.00	DISCUSS WITH MR. BLAYNEY KRAMER LEVIN REVISIONS TO FDIC REQUEST AND PROVIDE COMMENTS RE SAME TO MR. BLAYNEY AND MR. PERLSTEIN
03/01/13	Perlstein, William	0.30	334.50	REVIEW KRAMER LEVIN COMMENTS TO FRB LETTER (.1); TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE FRB APPROACH (.2)
03/04/13	Perlstein, William	0.50	557.50	REVIEW SIGTARP HEARING MATERIAL, EMAIL KRAMER RE ISSUE
03/04/13	Zoz, Edgar	0.40	138.00	REVIEW TRANSCRIPT OF HOUSE OVERSIGHT AND GOVERNMENT REFORM COMMITTEE HEARING ON SIGTARP AND EXECUTIVE COMPENSATION AND IDENTIFY DISCUSSION OF RESCAP BANKRUPTCY
03/05/13	Blayney, Michael	1.90	1,396.50	FINALIZE LETTERS TO FDIC, FRB
03/06/13	Blayney, Michael	0.80	588.00	REVIEW VOICE MESSAGE, EMAILS FROM FDIC RE: DISCLOSURE REQUEST (.1); EMAILS WITH MR. NEWELL RE: SAME (.1); TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE SAME (.3); TELECONFERENCE WITH FDIC RE: SAME (.3)
03/06/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. BLAYNEY RE: FDIC REQUESTS
03/06/13	Newell, Jeremy	0.50	360.00	REVIEW FDIC REGULATIONS AND PROVIDE ANALYSIS OF SAME TO MR. BLAYNEY AND MS. HARRIS GUTIERREZ
03/07/13	Blayney, Michael	0.50	367.50	FINALIZE REVISED LETTER TO FDIC RE: DOCUMENT DISCLOSURES, FORWARD SAME TO MS. MARKEE, MR. JOHNSON OF FDIC
03/07/13	Blayney, Michael	1.50	1,102.50	REVISE LETTER TO FDIC PER

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
				INSTRUCTIONS FROM MS. MARKEE, MR. JOHNSON, FDIC
03/07/13	Newell, Jeremy	0.60	432.00	TELECONFERENCE WITH MS. RINGER, MS. HARRIS GUTIERREZ AND MR. PERLSTEIN RE BANKING AGENCY AND PRIORITY CLAIM ISSUES
03/07/13	Perlstein, William	0.20	223.00	REVIEW ALLY FRB STRESS TEST MATERIALS
03/07/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH MS. RINGER, MS. HARRIS GUTIERREZ RE FRB AND PRIORITY CLAIM ISSUES (.6); EMAIL MR. IRELAND RE FRB STATUS (.1)
03/11/13	Blayney, Michael	0.10	73.50	CONFER WITH MR. CASTO RE: LETTER TO UTAH DEPARTMENT OF FINANCIAL INSTITUTIONS
03/11/13	Blayney, Michael	0.10	73.50	CONFER WITH MR. NEWELL RE: STATUS OF COMMUNICATIONS WITH FDIC, COURT FILING TODAY
03/13/13	Blayney, Michael	0.80	588.00	REVIEW FRB, ALLY OBJECTIONS TO DEBTOR MOTION RE: IFR
03/13/13	Ewart, Lisa	3.20	2,576.00	CONFERENCE WITH MR. PERLSTEIN RE: IFR RESEARCH (.4); RESEARCH RE RESTITUTION CLAIMS AND FRB POLICE POWER (1.7); REVIEW PAPERS FILED BY ALLY, FRB, AND DEBTORS RE FORECLOSURE REVIEW PROCESS (1.1)
03/13/13	Harris Gutierrez, Franca	1.80	1,575.00	CONFER WITH MR. NEWELL RE: FRB STRATEGY (.2); BEGIN REVIEWING RESPONSE TO IFR ORDER (.1); REVIEW OBJECTION MOTION (.2); TELECONFERENCE WITH MR. PERLSTEIN, MR. MANNAL, MR. ECKSTEIN RE RESPONSE TO IFR MOTION (1.3)
03/13/13	Newell, Jeremy	1.80	1,296.00	REVIEW ALLY AND FRB OBJECTIONS TO RESCAP'S MOTION REGARDING IFR (.1);

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
				CONFER WITH MS. HARRIS GUTIERREZ REGARDING FRB STRATEGY AND RESPONSE TO ORDER (.2); SUMMARIZE ANALYSIS OF SAME FOR MR. PERLSTEIN AND MS. HARRIS GUTIERREZ (.2); TELECONFERENCE RE SAME WITH MR. PERLSTEIN AND MESSRS. ECKSTEIN, MANNAL, SIEGEL (1.3)
03/13/13	Perlstein, William	1.30	1,449.50	TELECONFERENCE WITH MESSRS. ECKSTEIN, MANNAL, SIEGEL AND MS. HARRIS GUTIERREZ RE IFR REPLY BRIEF
03/13/13	Perlstein, William	1.00	1,115.00	INITIAL REVIEW OF FRB STRESS TEST REPORT
03/13/13	Perlstein, William	0.60	669.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE IFR ISSUES (.2); TELECONFERENCE WITH MS. EWART RE IFR RESEARCH ISSUES (.4)
03/13/13	Perlstein, William	0.50	557.50	INITIAL REVIEW OF FRB AND ALLY BRIEFS RE IFR
03/14/13	Blayney, Michael	0.10	73.50	CONFER WITH MR. GOLDEN RE: REVIEW OF FRB STATEMENTS ON IFR
03/14/13	Ewart, Lisa	5.40	4,347.00	CONTINUE RESEARCH RE RESTITUTION CLAIMS AND FRB POLICE POWER (2.2); DRAFT BULLET POINTS WITH RESULTS OF RESEARCH (2.2); MEETING WITH MR. PERLSTEIN RE SAME RESEARCH (.4); PARTICIPATE IN PORTION OF CALL WITH MR. ECKSTEIN, MR. MANNAL, MR. SIEGEL AND MR. PERLSTEIN RE RESPONSE TO FILINGS OF FRB AND ALLY (.6)
03/14/13	Golden, Andrew	0.10	55.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE: REGULATORY RESEARCH

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
03/14/13	Golden, Andrew	0.10	55.00	TELECONFERENCE WITH MR. BLAYNEY RE: REPLY TO OPPOSITION MOTION
03/14/13	Harris Gutierrez, Franca	0.50	437.50	CONFER WITH MR. GOLDEN RE RESEARCH (.1); CONFER WITH MR. PERLSTEIN AND MR. NEWELL RE STATUS OF PRE PETITION CLAIMS AND FRB ARGUMENTS (.4)
03/14/13	Perlstein, William	1.50	1,672.50	REVIEW DEBTOR'S, FRB'S BRIEFS, DRAFT REPLY OUTLINE
03/14/13	Perlstein, William	1.00	1,115.00	REVIEW KEY CASES, PREPARE FOR CALL WITH KRAMER LEVIN
03/14/13	Perlstein, William	0.40	446.00	MEET WITH MS. EWART RE ISSUES, RESEARCH
03/14/13	Perlstein, William	1.00	1,115.00	TELECONFERENCE WITH MR. ECKSTEIN, MR. MANNAL, MR. SIEGEL, MS. EWART RE: REPLY BRIEF
03/14/13	Perlstein, William	1.50	1,672.50	TELECONFERENCE WITH MR. NEWELL, MS. HARRIS GUTIERREZ RE: REPLY BRIEF (.40); REVIEW KEY CASES, KRAMER LEVIN OUTLINE (1.1)
03/15/13	Blayney, Michael	0.10	73.50	CONFER WITH MR. NEWELL RE: CONVERSATIONS WITH KIRKLAND & ELLIS RE: DESTRUCTION OF FDIC DOCUMENTS
03/15/13	Blayney, Michael	0.30	220.50	REVIEW FILES TO CONFIRM DESTRUCTION OF FDIC DOCUMENTS
03/15/13	Blayney, Michael	0.20	147.00	EMAILS WITH INTERNAL TEAM TO CONFIRM DESTRUCTION OF FDIC DOCUMENTS
03/15/13	Golden, Andrew	1.60	880.00	CONDUCT RESEARCH RE: FRB AND OCC STATEMENTS RELATING TO IFR
03/15/13	Golden, Andrew	0.20	110.00	E-MAIL CORRESPONDENCE WITH RESEARCH SERVICES RE: PUBLIC

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
STATEMENTS BY FRB AND OCC				
03/15/13	Harris Gutierrez, Franca	0.50	437.50	CONFER WITH MR. NEWELL AND MR. PERLSTEIN RE DEBRIEF FROM TELECONFERENCES WITH CO-COUNSEL
03/15/13	Llewellyn, Teresa	1.50	562.50	RESEARCH FOR MR. GOLDEN FOR PUBLIC STATEMENTS FROM THE FRB AND THE OFFICE OF THE COMPTROLLER OF THE CURRENCY RELATING TO IFR PROCESS
03/15/13	Newell, Jeremy	1.00	720.00	TELECONFERENCE WITH MR. PERLSTEIN AND MESSRS. LEE, IRELAND, ECKSTEIN, MANNAL RE IFR PROCESS
03/15/13	Newell, Jeremy	0.60	432.00	DISCUSSIONS RE REPLIES TO REQUEST FOR CLAWBACK DOCUMENTS FROM KIRKLAND & ELLIS AND FDIC WITH MS. HARRIS GUTIERREZ, MESSRS. BLAYNEY AND PERLSTEIN (.5); TELECONFERENCE WITH MR. BLAYNEY RE DESTRUCTION OF FDIC FILES (.1)
03/15/13	Perlstein, William	1.00	1,115.00	TELECONFERENCE WITH MESSRS. LEE, IRELAND, ECKSTEIN, MANNAL RE IFR CLAIM BRIEFS
03/15/13	Perlstein, William	0.70	780.50	MEET WITH MR. PUCHALA (MOELIS) RE GOVERNMENT ISSUES
03/15/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. ECKSTEIN RE CASE ISSUES
03/17/13	Harris Gutierrez, Franca	0.40	350.00	REVIEW DRAFT REPLY BRIEF
03/17/13	Perlstein, William	0.40	446.00	REVIEW DRAFT COMMITTEE REPLY BRIEF
03/17/13	Perlstein, William	1.20	1,338.00	REVIEW ALLY IFR FILING AND ATTACHMENTS
03/18/13	Ewart, Lisa	3.70	2,978.50	REVIEW CASES RE CLAIM PRIORITY (1.3); EDIT, REVISE DRAFT OF COMMITTEE REPLY IN

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
				SUPPORT OF DEBTORS' MOTION RE PRIORITY OF CLAIM (2.4)
03/18/13	Harris Gutierrez, Franca	0.50	437.50	TELECONFERENCE WITH DEBTOR'S COUNSEL, KRAMER LEVIN AND WH TEAMS RE IFR, FRB STRATEGY
03/18/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. NEWELL RE COMMENTS ON KRAMER LEVIN MOTIONS
03/18/13	Hume, Lauren	2.20	1,001.00	RESEARCH CASE LAW REGARDING CLASSIFICATION OF CERTAIN TYPES OF UNSECURED CLAIMS
03/18/13	Hume, Lauren	0.90	409.50	DRAFT SUMMARY OF CLASSIFICATION CASE LAW FOR MR. PERLSTEIN
03/18/13	Hume, Lauren	0.10	45.50	EMAILS WITH MR. PERLSTEIN, MS. EWART REGARDING CLAIM CLASSIFICATION
03/18/13	Newell, Jeremy	1.90	1,368.00	REVIEW, REVISE AND COMMENT ON DRAFT COMMITTEE REPLY BRIEF RE IFR MOTION (1.6); DISCUSS SAME WITH MS. HARRIS GUTIERREZ (.3)
03/18/13	Perlstein, William	0.30	334.50	CONFER WITH MR. ECKSTEIN RE STATUS CONFERENCE
03/18/13	Perlstein, William	1.20	1,338.00	REVIEW REVISIONS TO DRAFT OF COMMITTEE REPLY BRIEF (.5); EDIT COMMITTEE REPLY BRIEF (.7)
03/18/13	Perlstein, William	0.30	334.50	EMAILS WITH MS. EWART RE LEGAL ISSUES
03/18/13	Perlstein, William	2.00	2,230.00	REVIEW FILINGS RE IFR CLAIM (.4), REVIEW CASES RE CLAIM PRIORITY (.6), PREPARE FOR STATUS CONFERENCE (1.0)
03/18/13	Perlstein, William	1.20	1,338.00	TELECONFERENCE WITH MESSRS. LEE, IRELAND, ECKSTEIN, MANNAL RE REPLY BRIEFS (.50); REVIEW DRAFT DEBTOR IFR

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
				REPLY BRIEF (.70)
03/19/13	Ewart, Lisa	2.90	2,334.50	REVIEW, REVISE DRAFT OF REPLY RECEIVED FROM COMMITTEE (2.5); CONFER WITH MS. HUME RE REPLY AND REVISIONS (.4)
03/19/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. NEWELL RE REVISIONS TO BRIEF AND NEXT STEPS
03/19/13	Hume, Lauren	1.50	682.50	REVIEW, REVISE DRAFT CREDITORS COMMITTEE'S REPLY TO DEBTOR'S FRB CLAIM MOTION (1.1); CALL FROM MS. EWART REGARDING SAME (.4)
03/19/13	Hume, Lauren	0.60	273.00	EMAILS WITH MR. PERLSTEIN, MS. EWART REGARDING CREDITORS COMMITTEE'S REPLY TO DEBTOR'S FRB CLAIM MOTION
03/19/13	Newell, Jeremy	1.00	720.00	RESEARCH RE OTHER MORTGAGE SERVICERS SUBJECT TO IFR AND RELATED EMAIL TO MS. RINGER (.5); REVIEW REVISED REPLY BRIEF RE IFR PROCESS (.3); CONFER WITH MS. HARRIS GUTIERREZ RE SAME (.2)
03/19/13	Perlstein, William	1.80	2,007.00	EDIT IFR REPLY BRIEF (1.0); REVIEW AND FINALIZE REPLY BRIEF (.8)
03/20/13	Blayney, Michael	1.10	808.50	REVISE, SEND LETTER TO UTAH DEPARTMENT OF FINANCIAL INSTITUTIONS
03/20/13	Blayney, Michael	0.20	147.00	EXCHANGE VOICE MESSAGES WITH MR. ALLRED OF UTAH DEPARTMENT OF FINANCIAL INSTITUTIONS, RE: ACCESS TO SUBJECT DOCUMENTS
03/20/13	Ewart, Lisa	2.00	1,610.00	RESEARCH POTENTIAL ARGUMENTS BY ALLY RE POLICE POWER EXCEPTION (.7); CONFER WITH MS. HUME RE SAME (.4); MEETING WITH MS. HUME RE OUTLINE FOR HEARING (.1);

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
				DRAFT, SEND EMAIL TO MR. PERLSTEIN WITH RESULTS OF RESEARCH AND RESEARCH FROM MS. HUME (.8)
03/20/13	Hume, Lauren	5.20	2,366.00	SUMMARIZE CASES FROM COMMITTEE BRIEF REGARDING POLICE POWER (2.2); RESEARCH, SUMMARIZE CASE LAW REGARDING RESTITUTION CLAIMS AND POLICE POWER (3)
03/20/13	Hume, Lauren	0.40	182.00	CALLS WITH MS. EWART REGARDING RESEARCH, CASE SUMMARIES FOR MR. PERLSTEIN
03/20/13	Hume, Lauren	0.10	45.50	MEET WITH MS. EWART REGARDING OUTLINE OF ADMINISTRATIVE EXPENSE ARGUMENT FOR HEARING
03/20/13	Newell, Jeremy	0.50	360.00	TELECONFERENCE WITH MR. O'NEILL RE BANKING AGENCY POWER
03/20/13	Perlstein, William	0.30	334.50	MEET WITH MR. O'NEILL RE IFR ARGUMENT
03/20/13	Perlstein, William	1.00	1,115.00	REVIEW MATERIAL FOR IFR CLAIM
03/21/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. PERLSTEIN RE HEARING AND NEXT STEPS
03/21/13	Hume, Lauren	0.10	45.50	MEET WITH MS. EWART REGARDING RESEARCH FOR SUPPLEMENTAL BRIEF, HEARING OUTCOME
03/21/13	Hume, Lauren	0.40	182.00	DRAFT EMAIL TO MR. PERLSTEIN, MS. HARRIS GUTIERREZ, MR. NEWELL, MS. EWART REGARDING OUTCOME OF HEARING ON MOTION TO CLASSIFY
03/21/13	Perlstein, William	1.00	1,115.00	PREPARE FOR IFR CLAIM HEARING (.3); TELECONFERENCE WITH MR. MANNAL RE HEARING AND NEXT STEPS (.2); CONFER WITH MS. EWART RE HEARING ISSUE (.2); CONFER WITH MS.

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
				HARRIS GUTIERREZ RE HEARING (.3)
03/22/13	Hume, Lauren	1.70	773.50	REVIEW TRANSCRIPT FOR QUOTATIONS REGARDING FORECLOSURE REVIEW PROCESS AND CIRCULATE TO TEAM
03/22/13	Hume, Lauren	0.10	45.50	CALL FROM MS. EWART REGARDING NEXT STEPS
03/25/13	Hume, Lauren	1.90	864.50	RESEARCH CASE LAW REGARDING CLASSIFICATION OF PREPETITION CLAIMS
03/25/13	Perlstein, William	1.20	1,338.00	INITIAL REVIEW DRAFT MOTION RECEIVED FROM COMMITTEE
03/25/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. IRELAND RE FRB CLAIMS
03/25/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. MANNAL, MR. O'NEILL RE FRB STRATEGY
03/26/13	Hume, Lauren	0.10	45.50	MEET WITH MR. PERLSTEIN REGARDING BANKING COMMITTEE INFORMATION
03/26/13	Perlstein, William	2.20	2,453.00	CONTINUE TO REVIEW (.8); EDIT DRAFT MOTION (1.0); CONVEY COMMENTS ON MOTION TO KRAMER (.4)
03/27/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. PERLSTEIN RE: FRB STRATEGY
03/27/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. PERLSTEIN RE: IFR DEVELOPMENTS AND FRB STRATEGY
03/27/13	Perlstein, William	0.70	780.50	TELECONFERENCES WITH MR. DUBEL RE FRB ISSUE
03/27/13	Perlstein, William	0.40	446.00	TELECONFERENCES WITH MR. IRELAND RE FRB STATUS
03/27/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. PUCHALA FROM MOELIS, RE FRB AND TREASURY ISSUES
03/27/13	Perlstein, William	0.90	1,003.50	TELECONFERENCES WITH MS.

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Timekeeper	Hours	Value	Description
				HARRIS GUTIERREZ RE FRB STATUS (.5); TELECONFERENCE WITH MR. MANNAL RE FRB CLAIM, CASE STATUS (.4)
03/28/13	Harris Gutierrez, Franca	0.20	175.00	CONFER WITH MR. PERLSTEIN RE: TELECONFERENCE WITH MR. ASHTON AND FRB APPROACH
03/28/13	Hume, Lauren	2.30	1,046.50	DRAFT MEMORANDUM REGARDING FRB POSITION
03/28/13	Hume, Lauren	3.10	1,410.50	RESEARCH CASE LAW REGARDING CLASSIFICATION OF PREPETITION CLAIMS
03/28/13	Perlstein, William	0.20	223.00	TELECONFERENCE WITH MS. HARRIS GUTIERREZ RE FRB CLAIM
03/29/13	Hume, Lauren	2.60	1,183.00	RESEARCH CASE LAW REGARDING CLASSIFICATION OF FRB SETTLEMENT AS PREPETITION CLAIM
		96.80	76,873.50	
Total			<u>119.90</u>	

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Cost	Description
03/05/13	9.88	FEDERAL EXPRESS INV#220448375 794892694705 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPOUR, ESQ FORT WASHINGTON PA
03/08/13	9.77	FEDERAL EXPRESS INV#221071067 794923389398 MICHAEL BLAYNEY TO FEDERAL DEPOSIT INSURANCE CORP ASHBY G HILSMAN NEW YORK CITY NY
03/20/13	11.87	FEDERAL EXPRESS INV#221822612 799325701399 MICHAEL BLAYNEY TO UTAH DEPART OF FINANCIAL INSTI PAUL ALLRED SALT LAKE CITY UT
	31.52	
03/05/13	0.70	PHOTOCOPY COLOR - NY - FOR 05-MAR-2013 - 7 PAGE(S) - 21260
	0.70	
03/05/13	4.20	PHOTOCOPY - NY - FOR 05-MAR-2013 - 42 PAGE(S) - 21260
	4.20	
03/13/13	4.00	COMPUTERIZED RESEARCH WESTLAW - DC - PERLSTEIN,WILLIAM (3/13/2013)
03/13/13	167.00	COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (3/13/2013)
03/14/13	12.00	COMPUTERIZED RESEARCH WESTLAW - DC - PERLSTEIN,WILLIAM (3/14/2013)
03/14/13	152.00	COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (3/14/2013)
03/15/13	72.27	COMPUTERIZED RESEARCH LEXIS - DC - 08212 LLEWELLYN, TERESA R (3/15/2013)
03/18/13	31.00	COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (3/18/2013)
03/18/13	120.00	COMPUTERIZED RESEARCH WESTLAW - NY - HUME,LAUREN (3/18/2013)
03/19/13	31.00	COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (3/19/2013)
03/20/13	33.00	COMPUTERIZED RESEARCH WESTLAW - NY - HUME,LAUREN (3/20/2013)
03/20/13	102.00	COMPUTERIZED RESEARCH WESTLAW - DC - EWART,LISA (3/20/2013)

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

Date	Cost	Description
03/25/13	9.00	COMPUTERIZED RESEARCH WESTLAW - NY - HUME,LAUREN (3/25/2013)
03/29/13	9.00	COMPUTERIZED RESEARCH WESTLAW - NY - HUME,LAUREN (3/29/2013)
	742.27	
03/26/13	150.00	TRANSCRIPT ESCRIBERS, LLC; INV: 33351(MAR 22 2013); PAYMENT FOR TRANSCRIPT OF MARCH 21, 2013 HEARING. -- YOLANDE THOMPSON
	150.00	

Total \$ 928.69

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	44.00	1,115.00	49,060.00
Harris Gutierrez, Franca	Partner	5.70	875.00	4,987.50
Ewart, Lisa	Counsel	20.80	805.00	16,744.00
Blayney, Michael	Counsel	8.30	735.00	6,100.50
Newell, Jeremy	Counsel	8.30	720.00	5,976.00
Golden, Andrew	Associate	2.00	550.00	1,100.00
Hume, Lauren	Associate	25.80	455.00	11,739.00
Llewellyn, Teresa	Library	1.50	375.00	562.50
Zoz, Edgar	LegislativeSpec	0.40	345.00	138.00
Luongo, Louise A.	Paralegal	3.10	340.00	1,054.00
Total Legal Services		119.90		\$97,461.50

B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	9.30	1,115.00	10,369.50
Total B150 Meetings of and Communications with Creditors		9.30	10,369.50

B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Luongo, Louise A.	3.10	340.00	1,054.00
Ewart, Lisa	3.60	805.00	2,898.00
Total B160 Fee/Employment Applications		6.70	3,952.00

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

C100 Court Hearings

Timekeeper	Hours	Rate	Total
Perlstein, William	3.80	1,115.00	4,237.00
Hume, Lauren	2.50	455.00	1,137.50
Total C100 Court Hearings	6.30		5,374.50

D100 Meetings with Governmental and Regulatory entities

Timekeeper	Hours	Rate	Total
Perlstein, William	0.80	1,115.00	892.00
Total D100 Meetings with Governmental and Regulatory entities	0.80		892.00

Total D101 Research and other legal services by WilmerHale in connection with its role as special counsel

Timekeeper	Hours	Rate	Total
Blayney, Michael	8.30	735.00	6,100.50
Harris Gutierrez, Franca	5.70	875.00	4,987.50
Newell, Jeremy	8.30	720.00	5,976.00
Perlstein, William	30.10	1,115.00	33,561.50
Zoz, Edgar	0.40	345.00	138.00
Ewart, Lisa	17.20	805.00	13,846.00
Golden, Andrew	2.00	550.00	1,100.00
Llewellyn, Teresa	1.50	375.00	562.50
Hume, Lauren	23.30	455.00	10,601.50
Total D101 Research and other legal services by WilmerHale in connection with its role as special counsel	96.80		76,873.50

Client No. 2208539
Matter No. 2208539-00120

Residential Capital LLC Creditors Committee
Banking Advice

Invoice No. 2227713
Invoice Date 04/30/13
Legal Services Through March 31, 2013

DISBURSEMENTS

Description	Total
FEDERAL EXPRESS	31.52
PHOTOCOPY COLOR	0.70
PHOTOCOPY	4.20
COMPUTERIZED RESEARCH	742.27
TRANSCRIPT	150.00
Total Disbursements:	\$928.69

Exhibit G

Fourth Monthly Fee Statement



P.O. Box 7247-8760
PHILADELPHIA, PA 19170-8760
wilmerhale.com

FEDERAL TAX ID No. 04-1409810
BILLING INQUIRIES 800-526-6682
BILLING FAX No. 937-395-2200

Kenneth H. Eckstein
Kramer, Levin, Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, NY 10036

Invoice Date	05/28/13
Invoice No.	2234599
Matter No.	2208539-00120

FOR LEGAL SERVICES RENDERED through April 30, 2013 in connection with the
Banking Advice matter, as detailed on the attached.

Total Legal Services	\$ 69,717.50
Total Disbursements	<u>29.59</u>
Total Amount Due	<u>\$ 69,747.09</u>

PAYABLE WITHIN 15 DAYS

Please remit payment with remittance copy to the above address only or by wire to:

CITIBANK, NA
FBO WILMER CUTLER PICKERING HALE AND DORR LLP, ACCT NO. 37400789, SWIFT NO. CITIUS33, ABA ROUTING NO.
254070116

Please send all correspondence to: 1875 Pennsylvania Avenue, NW, Washington, DC 20006

Beijing Berlin Boston Brussels Frankfurt London Los Angeles New York Oxford Palo Alto Waltham Washington

Wilmer Cutler Pickering Hale and Dorr LLP is a Delaware limited liability partnership. Our United Kingdom offices are operated under a separate Delaware limited liability partnership.

Date	Timekeeper	Hours	Value	Description
<u>B150 - MEETINGS OF AND COMMUNICATIONS WITH CREDITORS</u>				
04/04/13	Perlstein, William	0.80	892.00	PARTIAL ATTENDANCE AT FULL CREDITORS COMMITTEE CALL
04/10/13	Harris Gutierrez, Franca	0.30	262.50	CONFER WITH MR. PERLSTEIN RE CREDITORS COMMITTEE TELECONFERENCE
04/10/13	Perlstein, William	2.00	2,230.00	ATTEND FULL CREDITORS COMMITTEE CONFERENCE CALL
04/15/13	Perlstein, William	0.50	557.50	ATTEND TELECONFERENCE OF FULL CREDITORS COMMITTEE
04/17/13	Perlstein, William	2.50	2,787.50	ATTEND TELECONFERENCE OF FULL CREDITORS COMMITTEE
04/22/13	Perlstein, William	10.00	11,150.00	ATTEND ALL DAY MEDIATION SESSION, INCLUDING CONFERRING WITH CREDITORS COMMITTEE, KRAMER LAWYERS, JUDGE PECK
04/23/13	Perlstein, William	9.00	10,035.00	ATTEND ALL-DAY MEDIATION SESSION
04/24/13	Perlstein, William	1.00	1,115.00	TELECONFERENCE WITH CREDITORS COMMITTEE CO-CHAIRS, DEBTORS RE FRB ISSUES
04/25/13	Perlstein, William	0.50	557.50	PARTIAL ATTENDANCE OF CREDITORS COMMITTEE TELECONFERENCE RE FRB ISSUES
04/30/13	Perlstein, William	1.70	1,895.50	PARTICIPATE IN FULL CREDITORS COMMITTEE TELECONFERENCE MEETING
		28.30	31,482.50	
<u>B160 - FEE/EMPLOYMENT APPLICATIONS</u>				
04/02/13	Luongo, Louise A.	1.20	408.00	PREPARE SUMMARY CHARTS TO INCLUDE IN SECOND MONTHLY FEE STATEMENT (.8); PREPARE LETTER TO MORRISON & FOERSTER REGARDING SECOND MONTHLY FEE STATEMENT (.4)
04/03/13	Ewart, Lisa	0.90	724.50	EDIT, REVISE DRAFT OF FEE STATEMENT AND LETTER
04/03/13	Luongo, Louise A.	2.30	782.00	CONFERENCE WITH MS. EWART REGARDING FINAL COMMENTS TO SECOND MONTHLY FEE STATEMENT (.3); BEGIN TO DRAFT AND OUTLINE FIRST INTERIM QUARTERLY FEE APPLICATION (2.0)

Date	Timekeeper	Hours	Value	Description
04/04/13	Ewart, Lisa	0.50	402.50	FINALIZE FEE STATEMENT AND WORK WITH MS. THOMPSON TO SERVE ON APPROPRIATE PARTIES
04/10/13	Luongo, Louise A.	2.30	782.00	PREPARATION OF THIRD MONTHLY FEE STATEMENT, INCLUDING SUMMARY CHARTS
04/18/13	Ewart, Lisa	1.20	966.00	EDIT, REVISE FEE STATEMENT TO REMOVE POTENTIALLY PRIVILEGED MATERIAL
04/23/13	Luongo, Louise A.	1.10	374.00	CONFERENCE WITH MS. EWART REGARDING ADDITIONAL COMMENTS TO THIRD MONTHLY FEE STATEMENT (.1); REVIEW COMMENTS MADE BY MS. EWART (.2); UPDATE THIRD MONTHLY FEE STATEMENT (.4); DRAFT LETTER TO MR. NASHESKY IN CONNECTION WITH THIRD MONTHLY FEE STATEMENT, INCLUDING PREPARATION OF SUMMARY CHARTS (.4)
04/29/13	Ewart, Lisa	0.90	724.50	FINALIZE FEE STATEMENT AND SEND TO MR. PERLSTEIN FOR REVIEW
		10.40	5,163.50	

D100 - MEETINGS WITH GOVERNMENTAL AND REGULATORY ENTITIES

04/04/13	Perlstein, William	0.50	557.50	CONFERENCE CALL WITH CONGRESSIONAL STAFF RE FRB CLAIM
04/12/13	Blayney, Michael	0.30	220.50	TELECONFERENCE WITH MR. WHEATLEY, BOARD OF GOVERNORS OF THE FRB, RE: FRB HAS NO SEPARATE OBJECTION TO PRODUCTION OF REQUESTED DOCUMENTS
04/12/13	Blayney, Michael	0.30	220.50	TELECONFERENCE WITH MR JOHNSON, FDIC RE: FDIC AND UTAH OBJECT TO RELEASE OF SOME, BUT NOT ALL, OF THE REQUESTED DOCUMENTS
		1.10	998.50	

D101 – RESEARCH AND OTHER LEGAL SERVICES PROVIDED BY WILMERHALE IN CONNECTION WITH ITS ROLE AS SPECIAL COUNSEL

04/01/13	Hume, Lauren	1.20	546.00	REVISE SUMMARY OF PREPETITION CLAIMS RESEARCH
04/01/13	Mogilnicki, Eric	0.10	80.00	CONFER WITH MR. PERLSTEIN RE IFR ISSUES
04/01/13	Perlstein, William	1.40	1,561.00	CONFER MR. MOGILNICKI RE IFR ISSUES (.1); REVIEW IFR MOTION HEARING TRANSCRIPT (1.3)

Date	Timekeeper	Hours	Value	Description
04/02/13	Mogilnicki, Eric	0.40	320.00	REVIEW DRAFT IFR SUMMARY MEMO, IFR MOTION HEARING TRANSCRIPT (.1); CONFER WITH MR. PERLSTEIN RE SENATE BANKING COMMITTEE (.3)
04/02/13	Perlstein, William	1.50	1,672.50	TELECONFERENCE WITH MR. MOGILNICKI RE IFR ISSUES (.3); REVIEW AND REVISE IFR SUMMARY MEMO (1.2)
04/03/13	Ewart, Lisa	1.30	1,046.50	REVIEW DRAFT OF SUPPLEMENTAL BRIEF FROM COMMITTEE AND PROVIDE SUGGESTED EDITS, SUBSTANTIVE FOOTNOTES (1.2); MEETING WITH MS. HUME REGARDING BRIEF (.1)
04/03/13	Hume, Lauren	0.10	45.50	CALL WITH MS. EWART REGARDING REVIEW OF SUPPLEMENTAL BRIEF
04/03/13	Hume, Lauren	1.50	682.50	REVIEW IFR PROCESS MEMORANDUM (.2); REVIEW, REVISE SUPPLEMENTAL BRIEF (1.3)
04/03/13	Hume, Lauren	0.10	45.50	MEET WITH MS. EWART REGARDING SUPPLEMENTAL BRIEF
04/03/13	Mogilnicki, Eric	0.40	320.00	REVIEW REVISED IFR PROCESS MEMO (.1); CONFER WITH MR. PERLSTEIN RE SAME (.3)
04/03/13	Newell, Jeremy	0.80	576.00	REVIEW AND COMMENT UPON DRAFT SUPPLEMENTAL BRIEF RE IFR PROCESS
04/03/13	Perlstein, William	2.10	2,341.50	REVISE MEMO RE IFR PROCESS(.3); TELECONFERENCE WITH MR. DUBEL RE: FRB (.2); TELECONFERENCE WITH MR. MOGILNICKI RE IFR ISSUES (.3); REVIEW AND EDIT DRAFT SUPPLEMENTAL BRIEF (1.3)
04/04/13	Ewart, Lisa	0.80	644.00	REVIEW SUPPLEMENTAL BRIEF RE IFR PROCESS AND SEND EMAIL TO MR. PERLSTEIN HIGHLIGHTING MAIN REVISIONS
04/04/13	Hume, Lauren	0.10	45.50	EMAILS FROM MR. PERLSTEIN, MS. EWART REGARDING SUPPLEMENTAL BRIEF
04/04/13	Newell, Jeremy	0.80	576.00	TELEPHONE CONFERENCE WITH MR. PERLSTEIN AND SENATE BANKING COMMITTEE STAFF (.5); REVIEW IFR SUMMARY MEMO FOR DISTRIBUTION TO SAME (.3)
04/04/13	Perlstein, William	1.50	1,672.50	REVIEW AND COMMENT ON DRAFT DEBTOR AND COMMITTEE FILINGS RE FRB CLAIM (1.2); REVISE FRB CLAIM SUMMARY MEMO (.3)
04/05/13	Harris Gutierrez, Franca	0.70	612.50	REVIEW GAO REPORT (.2); REVIEW FRB SUPPLEMENTAL BRIEF (.3); TELECONFERENCE

Date	Timekeeper	Hours	Value	Description
				WITH MR. PERLSTEIN RE SAME (.2)
04/05/13	Hume, Lauren	0.20	91.00	REVIEW EMAILS FROM MR. PERLSTEIN, MR. O'NEILL REGARDING BANKING COMMITTEE GAO REPORT
04/05/13	Perlstein, William	1.20	1,338.00	TELECONFERENCE WITH MR. IRELAND RE FRB CLAIM ISSUES (.3); EMAIL WITH MR. MANNAL RE SAME (.2); FINALIZE MEMO ON FRB CLAIM ISSUES AND DRAFT SUMMARY EMAIL (.5); TELECONFERENCE WITH MS. HARRIS GUTIERREZ, MR. NEWELL RE GOVERNMENT CONTACTS (.2)
04/09/13	Hume, Lauren	0.10	45.50	REVIEW EMAIL FROM MR. PERLSTEIN REGARDING FORECLOSURE REVIEW PAYMENTS
04/09/13	Perlstein, William	0.40	446.00	REVIEW IFR SETTLEMENTS, EMAIL CLIENT RE SAME
04/09/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. IRELAND RE SENATE HEARING
04/09/13	Zoz, Edgar	0.30	103.50	MONITOR AND REPORT ON CONGRESSIONAL DEVELOPMENTS
04/10/13	Hume, Lauren	0.20	91.00	REVIEW EMAIL FORWARDED BY MR. PERLSTEIN, ATTACHED AGREEMENT REGARDING PROPOSED PLAN OF REORGANIZATION
04/10/13	Perlstein, William	1.30	1,449.50	REVIEW AND COMMENT ON DRAFT STN MOTION (1.0); REVIEW ALLY STRESS TEST RESULTS (.3)
04/11/13	Perlstein, William	2.50	2,787.50	REVIEW SENATE BANKING PREPARED STATEMENTS (.4), WATCH PART OF SENATE IFR HEARING (1.6), MEMO TO COMMITTEE ON SENATE IFR HEARING AND OPTIONS (.5)
04/11/13	Zoz, Edgar	3.50	1,207.50	COVER TO REPORT ON SENATE BANKING HEARING ON IFR PROCESS AND PROCEDURES
04/12/13	Blayney, Michael	0.20	147.00	EMAIL TO SETH SCHINFELD RE: RESULTS OF CONVERSATIONS WITH FDIC, FRB
04/12/13	Harris Gutierrez, Franca	0.20	175.00	REVIEW EMAILS RE: FRB AND FDIC RESPONSE ON REQUEST FOR CSI
04/12/13	Mogilnicki, Eric	0.70	560.00	TELECON WITH MR. PERLSTEIN RE SENATE HEARING AND NEXT STEPS (.2); CALL WITH MR. PERLSTEIN, ET AL. RE SENATE HEARING AND NEXT STEPS (.3); CONFER WITH MR.

Date	Timekeeper	Hours	Value	Description
				NEWELL RE SAME (.2)
04/12/13	Perlstein, William	0.50	557.50	TELECONFERENCE WITH MS. RINGER, MS. PUCHALA, MR. MOGILNICKI RE SENATE HEARINGS
04/15/13	McKernan, Jonathan	1.50	1,027.50	DRAFT SUMMARY OF CONSIDERATIONS RE IFR
04/15/13	Mogilnicki, Eric	0.50	400.00	EMAILS WITH MR. NEWELL RE TALKING POINTS (.2); CONFER WITH MR. PERLSTEIN RE FRB ISSUE (.2); PREPARE FOR, CALLS RE FRB ISSUE (.1)
04/16/13	Mogilnicki, Eric	0.10	80.00	CALL, EMAIL TO MR. STEELE RE IFR ISSUES
04/16/13	Perlstein, William	0.40	446.00	BRIEF REVIEW OF DRAFT TERM SHEET, COMMENTS TO MR. SIMON
04/17/13	Perlstein, William	0.40	446.00	TELECONFERENCE WITH MR. IRELAND RE FRB STATUS AND EMAIL TO MR. MANNAL RE SAME
04/17/13	Zoz, Edgar	1.00	345.00	PARTIAL COVERAGE TO REPORT ON SENATE BANKING HEARING ON IFR PROCESS AND PROCEDURES
04/22/13	Blayney, Michael	2.00	1,470.00	RESEARCH RE: QUESTIONS FROM MR. DENK RE: REFERENCES IN AFI BRIEF TO 250.250 RULE
04/23/13	Blayney, Michael	1.70	1,249.50	DRAFT DETAILED EMAIL TO MR DENK RE: 23A, 23B, 250.250 EXEMPTION ISSUES
04/23/13	Blayney, Michael	0.40	294.00	TELECONFERENCE WITH MR. DENK RE: 250.250 EXEMPTION, 23A, 23B ISSUES
04/23/13	Blayney, Michael	0.30	220.50	CONFER WITH MR. NEWELL RE: 250.250 EXEMPTION, 23A, 23B ISSUES
04/23/13	Mogilnicki, Eric	1.80	1,440.00	CONFER WITH MR. O'BRIEN RE IFR ISSUES (0.2); EMAILS, CALL TO MR. PERLSTEIN RE IFR ISSUES (0.2); DETAILED EMAIL TO MR. O'BRIEN RE IFR ISSUES (1.2); EMAILS WITH MR. PERLSTEIN RE O'BRIEN IFR ISSUES EMAIL (0.2)
04/23/13	Perlstein, William	0.50	557.50	EDIT MEMO TO SENATE COMMITTEE STAFF
04/29/13	Harris Gutierrez, Franca	0.20	175.00	EMAILS WITH MR. PERLSTEIN, ET AL. RE SCRA LOOKBACK
04/29/13	Perlstein, William	0.60	669.00	TELECONFERENCE WITH MR. HOLTZ (ALIX PARTNERS), MR. MANNAL, MS. RINGER RE MORTGAGE ISSUES (.4); EMAIL MS. HARRIS GUTIERREZ, MR. NEWELL RE BANKING ISSUES
04/30/13	Mogilnicki, Eric	0.30	TR240.00	CALL, EMAIL TO MR. STEELE RE IFR ISSUES (.2); EMAIL TO MR. O'BRIEN RE IFR ISSUES (.1)

Date	Timekeeper	Hours	Value	Description
04/30/13	Perlstein, William	0.70	780.50	TELECONFERENCE WITH MR. ASHTON RE FRB IFR CLAIM STATUS (.4); WORK ON FRB OFFER ANALYSIS (.3)
		38.90	32,073.00	
Total			<u>78.70</u>	

Date	Cost	Description
04/02/13	9.81	COURIER SERVICES WASHINGTON EXPRESS SERVICES INC.; INV: 91046-2(MAR 15 2013); 3/7/13 TKPR: 26792 TRACK#: 1596300 INV#:91046 SENT TO: 20TH & C ST NW -- MICHELLE MELARA LEONARD
04/02/13	9.81	COURIER SERVICES WASHINGTON EXPRESS SERVICES INC.; INV: 91046-2(MAR 15 2013); 3/7/13 TKPR: 26792 TRACK#: 1596335 INV#:91046 SENT TO: 1875 PENNSYLVANIA AVE NW -- MICHELLE MELARA LEONARD
	19.62	
04/04/13	9.97	FEDERAL EXPRESS INV#223430825 799449548531 YOLANDE THOMPSON TO RESIDENTIAL CAPITAL, LLC TAMMY HAMZEHPUR, ESQ FORT WASHINGTON PA
	9.97	
Total	\$ <u>29.59</u>	

LEGAL SERVICES

Timekeeper	Title	Hours	Rate	Total
Perlstein, William	Partner	43.90	1,115.00	48,948.50
Harris Gutierrez, Franca	Partner	1.40	875.00	1,225.00
Ewart, Lisa	Counsel	5.60	805.00	4,508.00
Mogilnicki, Eric	Partner	4.30	800.00	3,440.00
Blayney, Michael	Counsel	5.20	735.00	3,822.00
Newell, Jeremy	Counsel	1.60	720.00	1,152.00
McKernan, Jonathan	Sr. Associate	1.50	685.00	1,027.50
Hume, Lauren	Associate	3.50	455.00	1,592.50
Zoz, Edgar	LegislativeSpec	4.80	345.00	1,656.00
Luongo, Louise A.	Paralegal	6.90	340.00	2,346.00
Total Legal Services		78.70		\$69,717.50

B150 Meetings of and Communications with Creditors

Timekeeper	Hours	Rate	Total
Perlstein, William	28.00	1,115.00	31,220.00
Harris Gutierrez, Franca	0.30	875.00	262.50
Total B150 Meetings of and Communications with Creditors	28.30		31,482.50

B160 Fee/Employment Applications

Timekeeper	Hours	Rate	Total
Luongo, Louise A.	6.90	340.00	2,346.00
Ewart, Lisa	3.50	805.00	2,817.50
Total B160 Fee/Employment Applications	10.40		5,163.50

D100 Meetings with Governmental and Regulatory entities

Timekeeper	Hours	Rate	Total
Perlstein, William	0.50	1,115.00	557.50
Blayney, Michael	0.60	735.00	441.00
Total D100 Meetings with Governmental and Regulatory entities	1.10		998.50

D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel

Timekeeper	Hours	Rate	Total
Hume, Lauren	3.50	455.00	1,592.50
Mogilnicki, Eric	4.30	800.00	3,440.00
Perlstein, William	15.40	1,115.00	17,171.00
Ewart, Lisa	2.10	805.00	1,690.50
Newell, Jeremy	1.60	720.00	1,152.00
Harris Gutierrez, Franca	1.10	875.00	962.50
Zoz, Edgar	4.80	345.00	1,656.00
Blayney, Michael	4.60	735.00	3,381.00
McKernan, Jonathan	1.50	685.00	1,027.50
Total D101 Research and other Legal Services Provided by WilmerHale in Connection with its role as Special Counsel	38.90		32,073.00

DISBURSEMENTS

Description	Total
COURIER SERVICES	19.62
FEDERAL EXPRESS	9.97
Total Disbursements:	\$29.59